

# Notice of annual general meeting & resolutions

THE FIFTY NINTH ANNUAL GENERAL MEETING OF THE OAK FLATS BOWLING & RECREATION CLUB LIMITED WILL BE HELD IN THE OAK FLATS CLUBHOUSE ON WEDNESDAY 18 OCTOBER 2017 AT 5:30pm

Only financial members are permitted to attend the Annual General Meeting.

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## AGENDA

1. Apologies.
2. To adopt and confirm the Minutes of the previous Annual General Meeting.
3. To receive the Director's Report to members.
4. To receive the Audit Risk & Finance Committee's Report to members.
5. To receive and consider the Income Statement, Balance Sheet, Financial Statement(s) and the Auditor's Report for the period of 2016-2017.
6. To consider the Ordinary Resolutions set out below.
7. To consider the Special Resolution set out below.
8. To receive the declaration of Ballot from the Returning Officer for the election of Directors.
9. To deal with any other approved business of which due notice has been given.

Members are requested to provide notice of any questions such as those relating to specific legislative or financial matters to the Club's Chief Executive Officer at least fourteen (14) days prior to the Annual General Meeting, in order that the answers thereto may be researched and, if required, a complete answer given.

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## ORDINARY RESOLUTIONS (Expenses, Honorariums and Benefits)

To be passed, these resolutions require the approval of at least fifty per cent (50%) of the votes cast by the members at the meeting and entitled to vote on the resolutions.

1. That pursuant to the *Registered Clubs Act 1976*, the members hereby approve expenditure by the Club until the next Annual General Meeting in respect of the following benefits to members of the Board and the members further acknowledge that the benefits outlined in sub paragraphs (i) to (vi) below are not available to members generally but only those members who are elected Board members of the Club and shall be limited to forty thousand dollars (\$40,000).
  - (a) A reasonable meal and refreshment to be associated with each Board meeting of the Club.
  - (b) Provision of blazers and uniform for use of Directors when representing the Club.
  - (c) The reasonable cost of Directors attending meetings, Registered Clubs and other similar venues for the purpose of viewing and assessing their facilities and the method of operation, provided such attendances are approved by the Board as being necessary for the betterment of the Club.
  - (d) The reasonable cost of Directors attending the ClubsNSW Annual General Meeting or similar meetings as may be determined by the Board from time to time.
  - (e) The reasonable cost of Directors attending seminars, lectures, trade displays, associated Club functions and other similar events, as may be determined by the Board from time to time.
  - (f) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or similar device) being made available to directors in respect of their duties as directors.
2. That pursuant to section 10(6)(b) of the *Registered Clubs Act 1976*, the members hereby approve an Honorarium be paid to the Chairperson of the Board for services as The Chair of the Board until the next Annual General Meeting with such Honorarium to be in the amount of twelve thousand dollars (\$12,000) and to be paid in agreed instalments.
3. That pursuant to section 10(6)(b) of the *Registered Clubs Act 1976*, the members hereby approve an Honorarium be paid to the Chairperson of the Audit Risk & Finance Committee of the Board (also known as The Treasurer) for services as The Chair of that committee until the next Annual General Meeting with such Honorarium to be in the amount of ten thousand dollars (\$10,000) and to be paid in agreed instalments.

4. That pursuant to section 10(6)(b) of the *Registered Clubs Act 1976*, the members approve an Honorarium be paid to each Director, excluding the Chairperson of the Board and the Chairperson of the Audit Risk & Finance Committee, for services as directors until the next Annual General Meeting with such Honorarium to be:

- (a) One hundred & fifty dollars (\$150) per month; or
- (b) Four hundred dollars (\$400) per month if the Director is elected to a subcommittee of the Board (such committees would include, but not be limited to, the Audit Risk & Finance Committee, Bowls Committee, Sustainability Committee, Disciplinary Committee, Corporate Governance Committee and Remuneration Committee) and the Director attends a meeting of the subcommittee during the month. For the avoidance of doubt, a Director is entitled to a maximum of one only Honorarium in respect of duties performed on sub committees.

5. That pursuant to section 10(6)(b) of the *Registered Clubs Act 1976*, the members hereby approve the following Honorariums being paid to the following officers of the Men's and Women's Bowling sections for services until the next Annual General Meeting (with the honorariums to be paid in agreed instalments):

Men's President	Three thousand dollars (\$3,000) per annum
Women's President	One thousand two hundred dollars (\$1,200) per annum
Women's Secretary	Seven hundred dollars (\$700) per annum
Women's Treasurer	Seven hundred dollars (\$700) per annum
Women's Vice President (2 positions)	One hundred and fifty dollars (\$150) each per annum
Women's Chair of Match Committee	Two hundred and fifty dollars (\$250) per annum
Women's Match Committee (2 positions)	Seventy five dollars (\$75) per annum
Women's Chair of Social Committee	Two hundred and fifty dollars (\$250) per annum
Women's Social Committee (2 positions)	One hundred dollars (\$100) each per annum
Women's Chair of Selectors	One hundred dollars (\$100) per annum
Women's Selector (2 positions)	Fifty dollars (\$50) each per annum
Women's Welfare Officer	Two hundred dollars (\$200) per annum

6. That pursuant to the *Registered Clubs Act 1976*, the members hereby approve the Club operating the following incentive schemes until the next Annual General Meeting:

- (a) Bowling Incentive Scheme limited to one hundred and twenty five thousand dollars (\$125,000) in respect of:
  - (i) Pennant Bowls;
  - (ii) Tournaments;
  - (iii) Club Championships;
  - (iv) Representative Games.
- (b) Yachting Incentive Scheme limited to fifty thousand dollars (\$50,000) in respect of:
  - (i) Club Championships;
  - (ii) Representative Events;
  - (iii) Grants for skills, equipment and boat Improvements.

and the members further acknowledge that the specific benefits available through the Bowling and Yachting Incentive Schemes are displayed on the Club's Notice Board and that the benefits are not available to members generally but only those members who participate in games or events that are covered by the Bowling and Yachting Incentive Schemes.

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#### **ORDINARY RESOLUTION (Life Membership)**

To be passed, this resolution requires the approval of at least seventy per cent (70%) of the votes cast by the members at the meeting and entitled to vote on the resolution.

1. Robert Smith to be elected as a Life Member of Oak Flats Bowling & Recreation Club Limited.

**Moved:** Robert Jago

**Seconded:** Paul Murray

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## SPECIAL RESOLUTION (Amendments to Constitution)

### Procedural matters for the Special Resolution

1. To be passed, the Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. **Only Bowling Members and Life Members shall be entitled to vote on the Special Resolution.**
3. Under the Registered Clubs Act:
  - (c) members who are employees of the Club are not entitled to vote; and
  - (d) proxy voting is prohibited.
4. Amendments to the Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
5. The Board of the Club recommends the Special Resolution to members.

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## SPECIAL RESOLUTION (Amendments to Constitution)

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

That, with effect from and for the purposes of the Annual General Meeting to be held in 2018, the Articles of Association of Oak Flats Bowling & Recreation Club Limited be amended by:

- (a) **deleting** Articles 25 and 25A and in lieu thereof **inserting** the following new Article 25:

*“25. The Board shall consist of seven (7) Directors who shall comprise a Chairperson and six (6) Ordinary Directors.”*
- (b) **deleting** from Article 29.2 the words *“and indicate if the nominee is nominating for the position of any particular officer or officers and/or as a general member of the Board”*.
- (c) **inserting** at the end of Article 29.2 the words *“For the avoidance of doubt, notwithstanding anything contained in these Articles, a member shall only be entitled to nominate as a Director and the Chairperson shall be elected in accordance with Article 29.9”*.
- (d) **deleting** Articles 29.5 to 29.7 inclusive and in lieu thereof **inserting** the following new Articles 29.5 to 29.7 inclusive:

*“29.5 If the full number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and the remaining positions shall be casual vacancies for the purposes of Article 30.*

*29.6 If there be only the requisite number nominated for election to the Board, those candidates shall be declared duly elected.*

*29.7 If there be more than the required number of candidates nominated for the Board an election by secret ballot shall take place.”*
- (e) **deleting** Article 29.9 and in lieu thereof **inserting** the following new Article 29.9:

*“29.9 As soon as reasonably practicable after an Annual General Meeting, the elected directors shall elect a Chairperson from amongst their number. In respect of the election of the Chairperson the following shall apply:*

  - (a) *As soon as reasonably practicable after the election, the Board shall cause a notice to be displayed on the Club Noticeboard notifying members of the director elected to the position of Chairperson,*
  - (b) *The director elected to the position of Chairperson shall, subject to these Articles, hold that office until the conclusion of the next Annual General Meeting.*
  - (c) *If, for any reason, the position of Chairperson is vacated prior to the conclusion of the next Annual General Meeting, the Board may elect another director to the vacancy and the director so elected shall hold office until the conclusion of the next Annual General Meeting.”*
  - (f) **deleting** from Rule 37 the words *“the Vice Chairperson and in the event of the Chairperson and the Vice Chairperson being absent”*.
  - (g) **deleting** from Rule 49 the words *“the Vice Chairperson shall preside and in the event of the Chairperson and the Vice Chairperson being absent”*.

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## Notes to Members on the Special Resolution

1. The Special Resolution proposes to amend:
  - (a) the composition of the Board by deleting the position of Vice Chairperson and replacing it with an Ordinary Director position; and
  - (b) the manner in which the Chairperson is elected;
  - (c) the procedure to be followed if, in respect of an election of the Board, there is an insufficient number of candidates (or there are no candidates) in respect of any position on the Board,
2. The amendments will take effect from and for the purposes of the Annual General Meeting of the Club to be held in 2018.

### Composition of the Board

3. The Board currently consists of seven (7) directors comprising a Chairperson, Vice Chairperson and five (5) Ordinary directors.
4. If the Special Resolution is passed, with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2018, the Board will consist of seven (7) directors comprising a Chairperson and six (6) Ordinary directors.
5. The Board recommends the removal of the position of Vice Chairperson because the duties that were historically performed by the Vice Chairperson are now performed by the Chairperson and the chairperson of the Club's sub-committees.
6. The role of a Vice Chairperson or a Vice President in a club has traditionally been to fill in for the Chairperson/President at board meetings and/or general meetings if the Chairperson/President was not present. If members approve this change then the Articles will provide that if the Chairperson is not present then the members of the Board (in respect of a board meeting) and the members of the Club (in respect of an Annual General Meeting or a general meeting) will choose one of the directors to chair the meeting.

### Election of Chairperson

7. Earlier on this year the Club sought clarification from its solicitors on the resignation and the replacement of the office of Chairperson. What arose from that was that Articles are not clear on the specific officers that are to be permitted to be directly elected by the members.
8. The existing practice which the Club has followed over the years is that members are entitled to stand for and be elected as the Chairperson and the member who is elected to that position holds that position for a three (3) year term.
9. If the Special Resolution is passed, the Club's Articles will be amended and the following will apply, with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2018:
  - (a) members will only be entitled to nominate for election as a director; and
  - (b) members will only elect directors (and will not elect the Chairperson);
  - (c) the elected directors will appoint the Chairperson from among their number;
  - (d) the director who is appointed as Chairperson will hold office until the following Annual General Meeting (they may stand for re-election as Chairperson if they are a director of the Club).
10. The Board have considered the various options very carefully and have decided to recommend the change to the Board electing the position of Chairperson for the following reasons:
  - (a) it will allow the elected directors to choose from amongst their number the best director to hold the position of Chairperson;
  - (b) it will allow the Board to implement succession planning as the Chairperson will only hold office for one (1) year (as opposed to three (3) years);
  - (c) it reflects the manner in which the Board currently appoints the chairperson for its Disciplinary Committee and Audit Risk and Finance Committee;
  - (d) it allows the Board to fill a vacancy which may arise in the office of Chairperson which would otherwise remain vacant until members voted to appoint someone to the vacant position/s; and
  - (e) it allows the Chairperson to resign from their office as Chairperson but remain on the Board as a director.

**Procedure if Insufficient Number of Candidates Nominate for Election to the Board**

11. Currently, if there is an insufficient number of candidates (or there are no candidates) in respect of any position on the Board, those candidates who have nominated for election to the Board shall be declared elected and nominations (for the vacant positions) must be called for from the floor at the Annual General Meeting.
12. If the Special Resolution is passed, the procedure will be amended so that, if there is an insufficient number of candidates (or there are no candidates) in respect of any position on the Board:
  - (a) nominations (for the vacant positions) will not be called for from the floor at the Annual General Meeting; and
  - (b) any vacant positions will be casual vacancies which may be filled by the Board.
13. This amendment will take effect from and for the purposes of the Annual General Meeting of the Club to be held in 2018.

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Dated at Oak Flats this 14th day of August 2017.

By direction of the Board of Directors

Matt OHara | Chief Executive Officer