

Notice of Annual General Meeting & Resolutions

THE SIXTY SECOND ANNUAL GENERAL MEETING OF THE OAK FLATS BOWLING & RECREATION CLUB LIMITED WILL BE HELD AT THE OAK FLATS CLUBHOUSE ON SUNDAY 25 OCTOBER 2020 AT 9:30am

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

Important Note: Due to the restrictions associated with the CoVID-19 Pandemic, there are restrictions on the number of members who can attend the AGM.

To allow the Club to plan for the AGM, members must register their interest (at reception) in attending the AGM in person. The purpose of the registration of interest process is not intended to restrict the number of members who can attend the AGM, rather to allow the Club to safely plan and provide for those members present in a manner consistent with CoVID-19 regulations.

In the unlikely event that the NSW State Government issues an order or direction which prevents any personal attendance at the AGM, all members will need to attend the AGM by Zoom. If this occurs details will be published on the Clubs website and sent to member email addresses not less than 7 days prior to the scheduled date of the meeting.

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 2019-2020.
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.

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 subparagraphs (a) to (f) 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 monthly instalments for services for the previous month but only when those services are actually provided and further provided that If the Chairperson is absent for a period of 3 or more months without receiving any honorarium and another Director or other Directors fill the role of Chairperson in his/her absence then, provided that Director or those Directors carry out the role of Chair as set out in the Club's Board Charter, they shall be entitled to receive the monthly instalment of the honorarium otherwise payable to the Chairperson instead of receiving the monthly instalment of the honorarium otherwise payable to Directors of the Club.

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 monthly instalments for services provided for the previous month but only when those services are actually provided.

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, Building 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):
 - (a) Men's President One thousand three hundred dollars (\$1,300) per annum
 - (b) Men's Welfare Officer Two hundred dollars (\$200) per annum
 - (c) Occasional Men's Bowls Secretary and Occasional Men's Assistant Bowls Secretary up to Seventeen hundred dollars (\$1,700) per annum each which will be paid by weekly instalments of \$100 but only when the services are required by the Board or the Chief Executive Officer and are actually provided and not paid in weeks when the services are not required and not provided. Under no circumstances shall the payment exceed \$1,700 per annum for either of the 2 positions.
 - (d) Women's President One thousand three hundred dollars (\$1,300) per annum
 - (e) Women's Secretary Eight hundred dollars (\$800) per annum
 - (f) Women's Treasurer Eight hundred dollars (\$800) per annum
 - (g) Women's Vice President (2 positions) Two hundred dollars (\$200) each per annum
 - (h) Women's Chair of Match Committee Three hundred dollars (\$300) per annum
 - (i) Women's Match Committee (2 positions) One hundred dollars (\$100) per annum
 - (j) Women's Chair of Social Committee Three hundred dollars (\$300) per annum
 - (k) Women's Social Committee (2 positions) One hundred and fifty dollars (\$150) each per annum
 - (l) Women's Chair of Selectors One hundred and fifty dollars (\$150) per annum
 - (m) Women's Selector (2 positions) Seventy Five dollars (\$75) each per annum
 - (n) 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.

SPECIAL RESOLUTION (Changes to the Clubs Constitution)

Procedural matters for Special Resolution

1. To be passed, a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so in person vote on the Special Resolution at the meeting.
2. The Special Resolution should be read in conjunction with the notes that follow the Special Resolution.
3. Only Life members and financial Bowling members are eligible to attend and vote at the meeting.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. 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.
6. The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

That the Articles of Association of Oak Flats Bowling & Recreation Club Limited be amended by:

- (a) **inserting** at the end of Article 5.1 the words *"The nomination form shall contain such particulars as determined by the Board from time to time"*.
- (b) **inserting** the following new Articles 27D and 27E:

27D. Notwithstanding anything contained in these Articles:

27D.1 A Multi-Member shall not be entitled to nominate for or be elected or appointed to the Board.

27D.2 A Prescribed Person shall not be entitled to nominate for or be elected or appointed to the Board.

27D.3 There shall be no more than one (1) Former Prescribed Person on the Board from an individual Prescribed Bowling Club at any time.

27D.4 The majority of directors on the Board at all times must not be Former Prescribed Persons.

27E.5 Subject to Article 27E.6, a member will cease to be a Prescribed Person and become a Former Prescribed Person after the Club (which includes the sub-clubs of the Club) has been the member's sole Home Club (as defined in Article 27A.3) for a continuous period of five (5) years.

27E.6 A Former Prescribed Person will cease to be a Former Prescribed Member and automatically become a Prescribed Person if he or she nominates or declares another registered club (including any related sub clubs) as their "home club" for the purposes of their membership with the Royal New South Wales Bowling Association or the New South Wales Womens' Bowling Association

27E. For the purposes of Article 27D:

27E.1 "Former Prescribed Person" means a member who was previously a Prescribed Person.

27E.2 "Multi Member" means a member who is registered with two (2) clubs (ie the Club and another registered club or its sub-clubs) for the purposes of their membership with Royal New South Wales Bowling Association or the New South Wales Women's Bowling Association.

27E.3 "Prescribed Bowling Club" means any registered club (including any related sub clubs) which:

(a) is a bowling club (as determined by the Board in its absolute discretion); and

(b) is located within a fifty (50) kilometre radius of the Club's premises located at David Avenue, Oak Flats or such other radius determined by the Board in its absolute discretion.

27E.4 "Prescribed Person" means any member who has nominated or declared a Prescribed Bowling Club as their "home club" for the purposes of their membership with the Royal New South Wales Bowling Association or the New South Wales Womens' Bowling Association at any time during the preceding five (5) years.

(c) inserting the following new Article 31.9:

"31.9 If his/her election or appointment to the Board would result in the Club not complying with one or more of the restrictions contained in Article 27D".

NOTES TO MEMBERS ON SPECIAL RESOLUTIONS

1. The Board understands the precarious financial position that Clubs are faced in light of the CoVID-19 Pandemic and anticipates not all Clubs will survive these unprecedented times.
2. The Board has reviewed the risks to the business in light of the CoVID-19 Pandemic and feels it necessary to recommend to members changes to the Club Constitution that ensure the traditional members of Oak Flats retain the majority of Director positions on the Board and hence, retain the governance of the Club.
3. The recommended changes to the Club Constitution will ensure the majority of the Board will always be the traditional Oak Flats Bowling members and therefore protect the Clubs governing body (The Board) from being taken over from new members formally from another Club.
4. The Board is proposing changes to the Club Constitution that will result in:
 - 4.1 a new bowling member who is formally from another Club being restricted from nominating and being elected to the Board for a period of five (5) years; and
 - 4.2 ensuring only one (1) director is allowed on the Board who is formally from another individual Club; and
 - 4.3 restrict the number of directors formally from another Club, to a minority of the Board.

Dated at Oak Flats this 14th day of September 2020.

By direction of the Board of Directors

Matt OHara | Chief Executive Officer