

Notice OF ANNUAL GENERAL MEETING & RESOLUTIONS

THE FIFTY SEVENTH ANNUAL GENERAL MEETING OF THE OAK FLATS BOWLING & RECREATION CLUB LIMITED WILL BE HELD IN THE OAK FLATS CLUBHOUSE ON SUNDAY 18 OCTOBER 2015 AT 9.30am

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

AGENDA

1. Apologies.
2. To adopt and confirm the Minutes of the previous Annual General Meeting.
3. To receive the Chairman'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 2014-2015.
6. To consider the Ordinary Resolutions set out below.
7. To consider the Special Resolutions 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 and agree that the members of the Board, during the twelve (12) month period proceeding the 2015 Annual General Meeting, receive the following benefits 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).
 - i) A reasonable meal and refreshment to be associated with each Board meeting of the Club.
 - ii) Provision of blazers and uniform for use of Directors when representing the Club.
 - iii) 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.
 - iv) 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.
 - v) 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.
 - vi) 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*, an Honorarium for the Chairman of the Board during the twelve (12) months proceeding the 2015 Annual General Meeting be approved and be set at the amount of twelve thousand dollars (\$12,000) per annum with the honorarium to be paid in agreed installments.
3. That pursuant to section 10(6)(b) of the *Registered Clubs Act 1976*, an Honorarium for the Chairman of the Audit Risk & Finance Committee of the Board during the twelve (12) months proceeding the 2015 Annual General Meeting be approved and be set at the amount of ten thousand dollars (\$10,000) per annum with the honorarium to be paid in agreed installments.
4. That pursuant to section 10(6)(b) of the *Registered Clubs Act 1976*, an Honorarium for each Director, excluding the Chairman and the Chairman of the Audit Risk & Finance Committee, during the twelve (12) months proceeding the 2015 Annual General Meeting be approved and be set at the amount of:
 - (a) One hundred & fifty dollars (\$150) per month; or
 - (b) Four hundred dollars (\$400) per month if the Director is elected to a sub committee 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 sub committee 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*, an Honorarium for the following officers of the Men's and Women's Bowling sections, during the twelve (12) months proceeding the 2015 Annual General Meeting be approved and be set at the following amounts (with the honorariums to be paid in agreed installments):

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|-----------------------------------|--|
| Men's President | Three thousand dollars (\$3,000) per annum |
| Women's President | One thousand one hundred dollars (\$1,100) per annum |
| Women's Secretary | Six hundred dollars (\$600) per annum |
| Women's Treasurer | Six hundred dollars (\$600) per annum |
| Women's Vice President 1 | One hundred and fifty dollars (\$150) per annum |
| Women's Vice President 2 | One hundred and fifty dollars (\$150) per annum |
| Women's Chair of Match Committee | Two hundred and fifty dollars (\$250) per annum |
| Women's Match Committee | Seventy five dollars (\$75) per annum |
| Women's Chair of Social Committee | One hundred and seventy five dollars (\$175) per annum |
| Women's Social Committee | One hundred dollars (\$100) per annum |
| Women's Social Committee | One hundred dollars (\$100) per annum |
| Women's Chair of Selectors | One hundred dollars (\$100) per annum |
| Women's Selector | Fifty dollars (\$50) per annum |
| Women's Selector | Fifty dollars (\$50) per annum |
| Women's Welfare Officer | One hundred dollars (\$100) per annum |

6. That pursuant to the *Registered Clubs Act 1976*, the members hereby approve and agree that, during the twelve (12) month period proceeding the 2015 Annual General Meeting, the Club will operate a:
 - (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.

ORDINARY RESOLUTION

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

That, for the purposes of section 41J of the Registered Clubs Act, members hereby declare all of the Club's land and buildings at Northcliffe Drive, Warrawong (being the land recorded in Folio Identifiers 6/215273, 122/751299 and 123/751299 and the land on which the Illawarra Yacht Club is situated) as non-core property of the Club.

Notes to Members on Ordinary Resolution

1. The Ordinary Resolution proposes for members to declare all of the Club's land and buildings at Northcliffe Drive, Warrawong ("**Yacht Club Land and Premises**") as non-core property of the Club.
2. At present, all of the Yacht Club Land and Premises is core property of the Club except for the lower ground floor area of the clubhouse (being the areas known as the Mountain View Room, Wet Bar Area and Lakeview Rooms) which were declared as non-core property in 2012.
3. If the Ordinary Resolution is passed, all of the Yacht Club Land and Premises will be non-core property of the Club.

Background Information on Core and Non-Core Property

4. The Registered Clubs Act provides that all real property (such as land and buildings) of a registered club is classified as either core or non-core property.
5. The Registered Clubs Act allows members, at a general meeting, to declare core property as non-core property and/or non-core property as core property.
6. The major difference between core property and non-core property is the restrictions imposed by the Registered Clubs Act on the disposal of core property (which includes leasing, licensing and selling). In this regard:
 - (a) Unless one of the exemptions applies, core property cannot be "disposed" (leased, licensed or sold) by the Club unless:
 - (i) It has been valued by a registered valuer; and
 - (ii) The disposal has been approved at a general meeting of the ordinary members of the Club (by majority vote);
 - (iii) If the disposal is by way of sale, the sale must be by way of open tender or public auction conducted by an independent real estate agent or auctioneer.
 - (b) Non-core property can be disposed of without following the procedure set out in paragraph 6(a) above.

Why does the Board recommend that all of the Yacht Club Land and Premises is declared as non-core property?

7. The Board recommends all of the Yacht Club Land and Premises is declared as non-core property for the following reasons:
 - (a) The Board wishes to consider possible additional uses for the Yacht Club Land and Premises.
 - (b) The possible additional uses may include tourism based activities on the Yacht Club Land and Premises.

- (c) For the avoidance of doubt, the Board is considering additional uses (over and above the operation of the Illawarra Yacht Club).
- (d) The Board would like the flexibility (which is provided by converting the Yacht Club Land and Premises to non-core property) to be able to consider any possible commercial arrangement(s) within the footprint of the land and buildings (without having to follow the procedure set out in paragraph 6(a) above).
- (e) The possible commercial arrangement(s) is not limited however it may include such things as a lease, licence, sale, joint venture or any combination of arrangements.

Procedural Matters

- 8. To be passed the Ordinary Resolution must receive votes from a simple majority (ie 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
- 9. **All members (except Honorary members, Provisional members and Temporary members) are eligible to attend the meeting and vote on the Ordinary Resolution.**
- 10. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
- 11. The Board recommends that members vote in favour of the Ordinary Resolution.

SPECIAL RESOLUTION

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

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

- (a) **inserting** the following definition into Article 1.1:

““Liquor Act” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.”
- (b) **inserting** at the beginning of Article 18 the words *“Subject to Article 18A,”*.
- (c) **deleting** from Article 18.1 the words *“subject to clause 18.5”*.
- (d) **deleting** from Article 18.5 the words *“Notwithstanding subclause 18.1”* and in lieu thereof **inserting** the words *“If a notice of charge has been issued to a Member pursuant to Article 18.1”*.
- (e) **inserting** at the end of Article 18.5.1 the words *“For the avoidance of doubt, this does not limit the power of the Secretary to suspend a Member in accordance with Article 18A.”*
- (f) **inserting** into Article 18.8 the words *“(pursuant to Article 18 and Article 18A)”* after the words *“who has been suspended.”*
- (g) **inserting** the following new Articles 18A and 18B:

“18A.

18A.1. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Article 18A.5, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- 18A.1.1 *who is then intoxicated, violent, quarrelsome or disorderly; or*
- 18A.1.2 *who, for the purposes of prostitution, engages or uses any part of the premises of the Club;*
- 18A.1.3 *whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;*
- 18A.1.4 *who hawks, peddles or sells any goods on the premises of the Club;*
- 18A.1.5 *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;*
- 18A.1.6 *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;*
- 18A.1.7 *who engages in conduct which in the opinion of the Secretary (or, subject to Article 18A.5, an employee of the Club) is indecorous or inappropriate;*
- 18A.1.8 *whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.*

- 18A.2. *If pursuant to Article 18A.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Article 18A.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.*

- 18A.3. *Without limiting Article 18A.2, if a person has been refused admission to or turned out of the Club in accordance with Article 18A.1.1, the person must not re-enter or attempt to re-enter the Club within seventy two hours (72) hours of being refused admission or being turned out.*

- 18A.4. *Without limiting Article 18A.2, if a person has been refused admission to or turned out of the Club in accordance with Article 18A.1.1, the person must not:*
 - 18A.4.1 *remain in the vicinity of the Club; or*
 - 18A.4.2 *re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.*

- 18A.5. *Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:*
 - 18A.5.1 *in the absence of the Secretary from the premises of the Club the senior employee then on duty; or*
 - 18A.5.2 *any employee authorised by the Secretary to exercise such power.*

- 18B. *Without limiting the provisions of Section 77 of the Liquor Act or Article 18A:*
 - 18B.1. *If, in the opinion of the Secretary (or, in the Secretary's absence, the Secretary's delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or, in the Secretary's absence, the Secretary's delegate) may either:*
 - 18B.1.1 *issue a notice of charge for the purposes of Article 18; or*
 - 18B.1.2 *suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*

- 18B.2. *In respect of any suspension pursuant to Article 18B.1.2, the requirements of Article 18 shall not apply.*
- 18B.3. *If the Secretary (or, in the Secretary's absence, the Secretary's delegate) exercises the power pursuant to 18B.1.2, the Secretary (or, in the Secretary's absence, the Secretary's delegate) must notify the member (by notice in writing sent by post to the member's last known address) that:*
- 18B.3.1 *the member has been suspended as a member of the Club and the period of suspension; and*
- 18B.3.2 *if the member wishes to do so, the member may request (by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Article 18.*
- 18B.4. *If a member submits a request under Article 18B.3.2:*
- 18B.4.1 *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
- 18B.4.2. *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Article 18;*
- 18B.4.3. *the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or the Secretary's delegate)."*
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Notes to Members on the Special Resolution

1. The Special Resolution proposes to insert new provisions into the Club's Articles of Association ("**Articles**") relating to disciplinary proceedings against members.
2. Detailed information regarding the amendments is set out below. However the amendments can be summarised as follows:
 - (a) The proposed new Rule 18A (set out above) seeks to insert new provisions relating to the power of employees to remove any person who (amongst other things) is violent, intoxicated, quarrelsome or disorderly whilst on the Club's premises. In all material respects, the new provisions reflect the powers contained in section 77 of the *Liquor Act*.
 - (b) The proposed new Rule 18B (set out above) seeks to provide the Club's Chief Executive Officer (**CEO**) with the power to suspend the membership of any person (who has engaged in conduct that is unbecoming of a member) for a period of up to 12 months. However, any member disciplined by the CEO may appeal the CEO's decision to the Board.

Removal of Persons from Club's Premises

3. The *Liquor Act* provides Club employees with broad powers to:
 - (a) remove from the Club's premises any person who is, amongst other things, violent, intoxicated, quarrelsome, disorderly or smoking in a smoke-free area; and
 - (b) prevent that person from re-entering the premises at a later date.
4. The provisions contained in the *Liquor Act* apply to the Club irrespective of whether or not the provisions are incorporated into the Club's Constitution.
5. The Board considers it appropriate for the provisions to be incorporated into the Club's Constitution to ensure members are aware of the provisions. However, the Board also considers it appropriate to slightly broaden the powers in the manner referred to in paragraph 6 below.

6. The proposed provisions (set out in Article 18A above) reflect section 77 of the *Liquor Act* in all material respects except for the following:
- (a) The proposed new Article 18A.1.2 seeks to provide employees with the power to remove any person who engages or proposes to use any part of the premises for prostitution. This power is not contained in section 77 of the *Liquor Act* however the Board considers it appropriate;
 - (b) The proposed new Article 18A.1.4 seeks to provide employees with the power to remove any person who is hawking, peddling or selling goods without Club approval. This power is not contained in section 77 of the *Liquor Act* however the Board considers it appropriate;
 - (c) The proposed new Article 18A.1.7 seeks to provide employees with the power to remove any person who engages in indecorous or inappropriate conduct. This power is not contained in section 77 of the *Liquor Act* however the Board considers it appropriate. In this regard, it is intended for the power to be used to remove a person who has engaged in inappropriate conduct which may not involve violence, intoxication, quarrelsome or disorderly behaviour. By way of example, theft, bullying or intimidation;
 - (d) The proposed new Article 18A.3 extends the period during which a person must not re-enter the premises. In this regard, if a person has been removed from the premises using any of the powers contained in the proposed new Article 18A, section 77 of the *Liquor Act* prohibits the person from re-entering the premises within 24 hours. The Board wishes to extend that period to 72 hours.

CEO's Power to Suspend Members

7. The Club's Constitution provides the Board (or a disciplinary committee) with the power to discipline a member who has engaged in conduct that is unbecoming of a member.
8. At present, if a person engages in conduct that is unbecoming of a member then:
- (a) a notice of disciplinary charge and hearing is issued to the member; and
 - (b) the disciplinary matter is heard by the Board;
 - (c) if the person is found guilty, the Board may impose a penalty (including reprimand, suspension or expulsion).
9. The Board believes the above procedure is time-consuming and cumbersome and unnecessarily distracts the Board from its strategic orientation. The Board also believes that the vast majority of members who are disciplined by the Club accept that a penalty must be imposed and would prefer a simpler process. Accordingly, the Board recommends the CEO be provided with greater disciplinary powers.
10. The Special Resolution proposes to provide the CEO (or, in the CEO's absence, the CEO's delegate) with the power to suspend the membership rights of any person (who has engaged in conduct that is unbecoming of a member) for a period of up to twelve (12) months.
11. If the CEO exercises the power then the Club must notify the member that:
- (a) their membership has been suspended and the period of suspension; and
 - (b) the member may request the matter be dealt with by the Board (in the manner set out in paragraph number 8 above).
12. If a member elects to have the matter dealt with by the Board then the decision of the Board shall be in substitution of and to the exclusion of the penalty imposed by the CEO.
13. The Board believes the above procedure provides the Club with greater flexibility (in respect of disciplining members who have engaged in conduct that is unbecoming of a member) whilst also providing any member (who considers any penalty imposed by the CEO to be unreasonable) to have their matter determined by the Board.

Procedural Matters

14. The Special Resolution should be read in conjunction with the explanatory notes which follow the Special Resolution.

15. 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.
16. **Only financial Bowling members and Life members shall be entitled to vote on the Special Resolution.**
17. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
18. 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.
19. The Board of the Club recommends the Special Resolution to members.

Dated **AT OAK FLATS THIS 1ST DAY OF SEPTEMBER 2015.**

By direction **OF THE BOARD OF DIRECTORS**

MATT OHARA | *Chief* **EXECUTIVE OFFICER**