



Charlestown Bowling Club  
5 Lincoln Street  
Charlestown NSW 2290  
Phone 02 4943 3766  
[www.charlestownbc.com.au](http://www.charlestownbc.com.au)

**Charlestown Bowling Club Limited**  
**ACN 101 425 307**

**NOTICE OF ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 69<sup>th</sup> Annual General Meeting of **Charlestown Bowling Club Limited** ('the Club') will be held on **Sunday the 17<sup>th</sup> September, 2017** commencing at 10-00am in the Club's premises at 5 Lincoln Street, Charlestown NSW 2290.

The Business of the Annual General Meeting will be as follows:

1. Apologies.
2. To confirm the Minutes of the Annual General Meeting held on 18<sup>th</sup> September, 2016.
4. To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30<sup>th</sup> June 2017.
5. To consider and if thought fit, pass each of the Ordinary Resolutions contained in the enclosed 'Notice of Ordinary Resolutions'.
6. To consider and if thought fit, pass Special Resolution 1 contained in the enclosed notice of Special Resolutions
7. To consider and if thought fit, pass Special Resolution 2 contained in the enclosed notice of Special Resolutions.
8. Recommendations to the Board and General Business.

**Note:** The Registered Clubs Act 1976 prohibits proxy voting at any General Meeting (including the Annual General Meeting) and at any election of the Board of Directors. Please submit any questions relating to the Club's accounts to the Secretary Manager not less than seven days before the Meeting to allow time for the Club and the Auditor to give a suitably researched response.

The Club's Annual Report is available on the Club's website at [www.charlestownbc.com.au](http://www.charlestownbc.com.au) for members to access and download. A member may elect to receive, free of charge, a hard copy of the Annual Report by giving the Club a notice in writing to that effect. An election to receive a hard copy of the Annual Report will be a standing election for each later financial year until the member changes that election. Please contact the Club's office (either in person or telephone 4943 3766) if you need assistance in completing a notice in writing to elect to receive a hard copy of the Annual Report.

By order of the Board of Directors  
Michael Gray, Chief Executive Officer  
Dated: 20<sup>th</sup> August 2017

## NOTICE OF ORDINARY RESOLUTIONS

**Notice** is hereby given that at the Annual General Meeting of Charlestown Bowling Club Limited ('the Club') to be held on Sunday the 17<sup>th</sup> September, 2017 commencing at 10-00am in the Club's premises at 5 Lincoln Street, Charlestown NSW 2290, members will be asked to consider and if thought fit, pass the following resolutions which are proposed as Ordinary Resolutions:

### First Ordinary Resolution

That pursuant to the Registered Clubs Act 1976, the members approve the payment of the following honoraria in respect of the recipients' services as members of the Board or of a committee of the Club until the Club's next Annual General Meeting:

Club Chairman	\$4,641
Club Director Finance	\$3,484
Club Director Bowls	\$1,740
Club Director Social	\$1,740
Club Director Assets	\$1,740
Club Director Membership	\$1,740
Club Director Minutes	\$1,740
Each Assistant Returning Officer of the Board Elections Committee only if an election of the Board is held in this period	\$ 562

### Explanatory Note to First Ordinary Resolution

Under the Registered Clubs Act 1976 the Club is required to obtain members' approval before paying an honorarium to any person in respect of his or her services as a member of the Board or of any committee.

The purpose of this Ordinary Resolution is to approve the payment of honoraria to the persons in the above named positions in respect of their services as members of the Board or of a Committee of the Club until the next Annual General Meeting. The proposed honoraria are about 3% higher than those approved at last year's Annual General Meeting.

All financial members except Junior Members are entitled to vote on this Ordinary Resolution.

### Second Ordinary Resolution

That pursuant to the Registered Clubs Act 1976, the members approve and agree to the reasonable expenditure by the Club until the next Annual General Meeting for the following activities of directors (paragraphs (a) to (f)) and the professional development and education of directors (paragraphs (g) to (k)), and the members acknowledge the following benefits are not available to members generally but only to directors and other members of the Club who are involved in the following activities:

- (a) the reasonable cost of a meal and beverage for each director and committee member immediately before or immediately after a Board or committee meeting on the day of that meeting when that meeting corresponds with a normal meal time;
- (b) reasonable fuel expenses incurred by directors in using their vehicles on Club-related business, provided the Board approves the expenses incurred before payment is made on production of invoices, receipts or other proper documentary evidence of that expenditure;
- (c) reasonable expenses incurred by directors in relation to Club-related activities including entertainment of special guests of the Club and other promotional activities performed by directors, provided the Board approves the expenses incurred before payment is made on production of invoices, receipts or other proper documentary evidence of that expenditure;
- (d) the provision of apparel (e.g. Club blazer, tie, shirt or blouse, and trousers or skirt) for each newly elected director and the replacement of apparel for existing directors as required, for the use of directors when representing the Club;

- (e) the provision of facilities and services as approved by the Board to sections of the Club;
- (f) the reasonable cost of directors and their partners attending an annual dinner at the Club;
- (g) the reasonable cost of directors attending industry-related meetings including the ClubsNSW Annual General Meeting and activities directly associated with that Meeting;
- (h) the reasonable cost of directors and employees approved by the Board attending seminars, lectures, trade displays, organized study tours, fact-finding tours and other similar events, provided the Board approves those attendances as being necessary or desirable for the benefit of the Club;
- (i) the reasonable cost of directors and their partners, where appropriate, attending other registered clubs, hospitality and gaming venues for the purpose of viewing and assessing their facilities and methods of operation, provided the Board approves those attendances as being necessary or desirable for the benefit of the Club;
- (j) the reasonable cost of providing directors with club industry specific training including required training under the Registered Clubs Regulation 2015;
- (k) the reasonable cost of providing directors with membership of the NSW Club Directors Institute.

### **Explanatory Note to Second Ordinary Resolution**

Under the Registered Clubs Act 1976 the Club is required to offer benefits equally to all members unless the members pass a resolution to approve different benefits to certain members.

This Ordinary Resolution is to have members approve the reasonable expenditure by the Club (until the next Annual General Meeting) in relation to Club-related activities of directors and the professional education and development of directors. In certain instances members of the Club other than directors would also receive the benefits specified in the resolution.

In particular, the purpose of the Club's expenditure on the professional development and education of directors and other members (paragraphs (g) to (k) above) is to help the Board keep up-to-date with current trends and developments that could affect how the Club conducts its business in the future.

Paragraph (j) includes required training for directors under the Registered Clubs Regulation. The Regulation defines "required training" as: (a) the courses entitled "Director Foundation and Management Collaboration" and "Finance for Club Boards" conducted by or on behalf of Clubs NSW, or (b) the units of competency entitled "Implement Board member responsibilities—BSBGOV401", "Work within organisational structure—BSBGOV402" and "Analyse financial reports and budgets—BSBGOV403" conducted by an NVR registered training organisation (within the meaning of the *National Vocational Education and Training Regulator Act 2011* of the Commonwealth) or any units of competency that supersede and are equivalent to those units.

The Club's expenditure on directors' benefits will be recorded in the Club's accounts.

Only Life Members and financial Bowling Members are entitled to vote on this Ordinary Resolution.

### **Notes to Members**

To be passed each Ordinary Resolution must be carried by a majority of members being entitled to vote and who are present and voting at the Annual General Meeting. The Registered Clubs Act 1976 does not permit proxy voting.

## **Special Resolution 1.**

“That the members hereby approve the required amendments to the Club’s Constitution (as tabled) to ensure that the Club correctly conforms to the current requirements of the Corporations Act, Registered Clubs Act, Liquor Act and, Gaming Machine Act.”

### **Explanatory notes to be read in conjunction with Special Resolution 1:**

The changes to the Constitution largely deal with revised club compliance, disclosure, accountability and governance requirements of the Registered Clubs Act. Changes have also been made to the way in which annual reports are distributed to allow for greater flexibility, including sending the report by email, or making it available on the internet, or to ensure that the constitution correctly conforms to the corporations Act, Registered Clubs Act, Liquor Act and Gaming Machines Act, and to ensure that the Constitution meets industry standards.

The board of the club has endorsed the proposed changes. A copy of the amendments is available from the Secretary of the Club.

A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions. The majority required for passing a special resolution is seventy-five per cent (75%) of members present and voting at the meeting.

## **Special Resolution 2.**

“That the members hereby approve the required amendments to the Club’s Constitution (as tabled) to introduce Triennial Rule elections in accordance with the Registered Clubs Act AND including up to two (2) Social members to be elected or appointed as ordinary directors AND towards the implementation of such change the current Board shall be entitled to only hold office until the annual general meeting held in 2018 when the triennial election system will commence.”

### **Explanatory notes to be read in conjunction with Special Resolution 2:**

It is proposed that the Board be elected in accordance with the triennial rule election system specified in the Registered Clubs Act and recommended by the state government.

Triennial Rule elections are held each year, with one-third of the Board elected each year.

To implement Triennial Rule elections commencing at the 2018 annual general meeting, the following procedure will be used to elect the Board in accordance with the procedure specified in schedule 4 of the Registered Clubs Act. The Chairperson and six ordinary directors will be elected to the Board. The Chairperson and six ordinary directors will be elected to the Board. The chairperson will be deemed elected for a three-year term of office. The ordinary directors will then be divided into three groups of two members. The groups will be determined by drawing lots and will be designated as group 1, group 2 and group 3. The members of the Board in group 1 will hold office for 1 year, and in group 2 will hold office for 2 years and in group 3 will hold office for 3 years.

The Board of the Club has endorsed the proposed changes. The changes meet club best practise guidelines and are in line with that of other modern and successful clubs. A copy of the amendments is available from the Secretary of the Club.

A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions. The majority required for passing a special resolution is seventy-five per cent (75%) of members present and voting as the meeting.