



**EAST CESSNOCK BOWLING CLUB LIMITED
ACN 000 835 923**

NOTICE OF ANNUAL GENERAL MEETING and RESOLUTIONS

NOTICE is hereby given that at the Annual General Meeting of **EAST CESSNOCK BOWLING CLUB LIMITED** to be held on **29 October 2024** commencing at **12:30pm** at the premises of the Club, 6-12 Victoria Street, Cessnock, New South Wales.

BUSINESS

The Business of the meeting will be as follows:

1. Apologies
2. To receive and consider the minutes of the previous Annual General Meeting
3. To receive and consider the financial report and auditor's report for the financial year ended 30 June 2024. Copies of these reports are available on the Club's website (www.ecbc.com.au) or on request at the Club.

Note: Members who may have any questions in relation to any report are requested to submit their questions in writing to the CEO (projects@ecbc.com.au) by 5:00pm on Friday 18 October 2024. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.

4. To consider and if thought fit pass the Ordinary Resolution set out in this Notice in relation to payment of Directors Expenses.
5. To consider and if thought fit pass the Ordinary Resolution set out in this Notice in relation to payment of Directors Expenses
6. To declare the results of the Election of the Board of Directors.
7. To deal with any business of which due notice has been given.
8. To approve the payment of honorariums
9. General Business.

PROCEDURAL MATTERS FOR RESOLUTIONS AT ANNUAL GENERAL MEETING

1. The resolutions should be read in conjunction with the Notes to Members that follow each resolution
2. To be passed, a 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.
3. To be passed, the Ordinary Resolution requires votes from not less than three quarters of those members who, being eligible to do so, vote in person at the Ordinary Resolution at the meeting.
4. Under the Registered Clubs Act,



- (a) members who are employees of the Club are not entitled to vote;
and
- (b) proxy voting is prohibited.

5. The Board of the Club recommends the Resolution to members.

ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) That members hereby approve expenditure by the Club over the next twelve (12) months for the following expenses, which includes the professional development and education of Directors subject to approval by the Board of Directors:
 - i. Reasonable expenses incurred by Directors in travelling, by either public or private transport, to and from Directors or other duly constituted committee meetings, either within the Club or elsewhere – as approved by the Board on production of documentary evidence of such expenditure.
 - ii. The cost of reasonable food and drink associated with each Board meeting of the Club, and/or attendances at the Club for other duties.
 - iii. Reasonable expenses incurred by Directors, either within the Club or elsewhere in relation to such other 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.
 - iv. The reasonable cost of Directors (and their spouses/partners if required) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
 - v. The reasonable cost of Directors to attend the ClubsNSW meetings.
 - vi. The reasonable cost of Directors attending the ClubsNSW Annual Conference and Annual General Meeting.
 - vii. The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
 - viii. The reasonable cost of Directors attending seminars, strategic planning seminars, lectures, trade displays, organised study tours, fact finding tours and other events as may be determined by the Board from time to time.
 - ix. The reasonable cost of Directors attending other clubs for the purpose of observing their facilities and methods of operation.
 - x. The reasonable cost of Directors/Management attending an end of year dinner with spouses.
 - xi. The reasonable cost of Club apparel being provided to Directors as required.
 - xii. The reasonable cost of an electronic device (for example a tablet or iPad).

Notes to Members on the Ordinary Resolution

1. The First Ordinary Resolution is to have the members in the General Meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses.
2. Included in the First Ordinary Resolution is the cost of Directors attending functions as representatives of the Club and, if required, the cost of their spouse/partners also attending those functions.

SPECIAL RESOLUTION

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

That the Constitution of East Cessnock Bowling Club Ltd be amended by:

- (a) inserting** the following new Rules 10.9(d) and (e)

“(d) Attend and vote at general meetings (including Annual General Meetings) of the Club provided that they have been a member of the club for at least three (3) continuous years.

(e) Vote on any special resolution (including a special resolution to amend this Constitution) provided that they have been a member of the Club for at least three (3) continuous years.”

- (b) inserting** at the beginning of Rule 10.10(a) and 10.10(c) the words *“If they have not been a member of the club for at least three (3) continuous years”*.
- (c) inserting** in Rule 36.20, after the words *“Full members”* the words, *“and Social members who have been members of the Club for at least three (3) continuous years”*.
- (d) inserting** in Rule 47.1, after the words *“Full members”* the words, *“and Social members who have been members of the Club for at least three (3) continuous years”*.

Notes to Members on Special Resolution

1. The Special Resolution proposes to amend the Constitution to give Social members, who have been members of the Club for at least three (3) years, the right to attend and vote at meetings of the Club, including on special resolutions to amend the Constitution.
2. The Board is proposing this change having regard to the demographics of the Club membership whereby:

Approximately 140 members are Full (i.e Bowling members); and

Approximately 7000 are Social members.
3. The Club has a long and proud tradition of being a Bowling Club.
4. However, the Board has formed the view that it is not fair to Social members that they have no way to participate in voting at meetings for the Club apart from voting in the election of the Board. Accordingly, if the Special Resolution is passed, Social members who have been members of the Club for at least three (3) years will have these additional rights.



5. The Board is proposing that there be a minimum period of Social membership before those members are eligible to attend meetings and vote. Bowling members will continue to enjoy the voting rights upon their election to Bowling membership.
6. The Board recognises that this will be a change in the membership structure. However, as noted above, the Board wants to encourage greater participation in the future of the Club to a broader group of members.

Procedural matters

1. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
2. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
3. The Board of the Club recommends that members vote in favour of the Special Resolution.

Dated 4 October 2024

By direction of the Board,

A handwritten signature in black ink, appearing to be 'EO' with a flourish.

**Ellie O'Meley
Executive Manager**