



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 ANNUAL GENERAL MEETING of Ettalong Memorial Bowling Club Ltd will be held in the auditorium at the Club's premises at 103 Springwood Street, Ettalong (and alternatively or in addition using overflow rooms or technology, or both, if and to the extent reasonably necessary such as to ensure social distancing and to comply with the provisions of any relevant NSW Health Orders and restrictions) on **Sunday 23 October 2022 at 9.00am**.

BUSINESS:

1. Opening
2. Attendance and quorum
3. Apologies
4. Vale – in remembrance of passed members
5. Receipt of the Minutes of the Annual General Meeting held on 30 January 2022.
6. Presentation and receipt of the Chairperson's Report.
7. Receipt and consideration of the Directors' Report and the Financial Statements for the year ended 30th June 2022 and the Auditor's Report.
8. To consider and if thought fit, pass with or without modification the proposed ordinary resolutions set out below.

First Ordinary Resolution – Bowling expenses

That the Members hereby authorise the Board in its discretion to reimburse reasonable out of pocket expenses for accommodation and travel incurred by any Member selected to play bowls representing the Club at District/Zone/State level and also Pennant players, on production of proper vouchers, receipts and other documentation substantiating such.

Explanatory note: The provision of benefits by the club not in the form of money or a cheque being provided to a specific class of member, is permissible but only with a current authorisation of members from a general meeting.

A profit, benefit or advantage that is not offered equally to every full member and able to be authorised as a non-money benefit, is still permissible if the Independent Liquor and Gaming Authority is of the opinion that it is reasonable in the circumstances. This resolution seeks to acknowledge the types of profit, benefit or advantage that are regarded by the members as being reasonable in the circumstances.

Second Ordinary Resolution – Honorariums

That the Members hereby approve the payment of honorariums at the annual rates set out below to the members of the Board, payable by equal instalments monthly in arrears and pro-rated on a daily basis for any broken period of less than a calendar month at the start or end of their term in recognition of the service of the respective Board members until the next AGM.

- (a) Chairperson \$7000
- (b) Vice Chairperson \$6000
- (d) Individual Directors \$5000

Explanatory note: An honorarium may only be paid where approved by a resolution of the members passed at a general meeting. Under the clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote in the election of the Board. In addition, the Club will have to pay a Superannuation Guarantee contributions for the benefit of each recipient at the minimum levels required by legislation (currently 10.5% and increasing to 11% from 1 July 2023).

Third Ordinary Resolution – Benefits

That the Members authorise (and declare to be reasonable) the payment or reimbursement by the Club or the provision by the Club at the Club's expense of, the following rights and benefits for Directors and such other Members as the Board authorises or approves from time to time, with an aggregate annual limit of \$35,000:

- (a) The payment of reasonable costs of Directors attending conferences and training in relation to their roles and responsibilities as Directors of the Club.*
- (b) The payment of reasonable costs of each Director attending at the premises of other registered clubs for the purpose of observing the facilities and methods of operation of those clubs provided such attendances has the prior approval of the Board as being reasonably necessary for the purpose of this Club.*
- (c) The payment of reasonable out of pocket expenses of each Director for attendance at meetings of organisations and associations of which the Club is a member provided such attendance is at the direction of the Board.*
- (d) The payment of reasonable out of pocket expenses of each Director for attendance at seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board from time to time.*
- (e) The payment of reasonable out-of-pocket expenses of each Director with spouses or partners to attend functions where appropriate and required by the board to represent the Club.*
- (f) The payment of reasonable costs of a meal and drinks for Directors when they attend Board Meetings and those Meetings coincide with normal meal times.*
- (g) The payment of reasonable costs of each Director attending the Annual General Meeting and Conference of ClubsNSW.*
- (h) The reasonable costs of food and drinks for the entertainment of persons as the Directors from time to time determine as being necessary to promote the interests of the Club.*
- (i) The cost of two free drinks to those Members who attend the Annual General Meeting. Such drinks to be available immediately after the conclusion of the Annual General Meeting.*

Explanatory note: Directors' out-of-pocket expenses reasonably incurred in the course of carrying out their duties can already be authorised by the Board for reimbursement. However the proposed resolution in the interest of transparency makes disclosure of some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific out-of-pocket expenses, the resolution will acknowledge that expenses of the types proposed are reasonable: and there is or will be a current resolution of the Board authorising the payment of expenses of that kind before they are paid.

The provision of benefits by the club not in the form of money or a cheque being provided to a specific class of member, is only permissible with a current authorisation from a general meeting.

A profit, benefit or advantage that is not offered equally to every full member and able to be authorised as a non-money benefit, is still permissible if the Independent Liquor and Gaming Authority is of the opinion that it is reasonable in the circumstances. The resolution seeks to acknowledge the types of profit, benefit or advantage that are regarded by the members as being reasonable in the circumstances.

Fourth Ordinary Resolution – Annual Functions

That the members authorise (and declare to be reasonable) the provision by the Club at the Club's expense of food, drinks and entertainment at, and the convening of, a Christmas function, to be held in December, attended by Club staff and their partners and also members of the Board; and also food, drinks and entertainment at, and the convening of, an annual Board dinner attended by the members of the Board and Senior Management at the discretion of the Board, in each case with their partner or a guest.

Explanatory note: see above in relation to the previous resolution.

Fifth Ordinary Resolution – Life Membership

That Gary Thomson member #1 be elected as a Life Member in recognition of him having rendered outstanding service to the Club.

Explanatory note: By Board resolution of 26 August 2022 pursuant to Rule 5.5 of the Club's Constitution the Board resolved to submit a recommendation to this meeting that Gary Thomson member #1 be elected as a Life Member in recognition of him having rendered outstanding service to the Club, noting that he also meets the requirement that he is currently a Bowling Member.

Rule 5.5 of the Club's Constitution provides that there are to be no more than 20 Life members at any one time and no more than two Life Members may be elected at any one Annual General Meeting. The elections proposed by this and the following proposed resolution will comply with those requirements.

Sixth Ordinary Resolution – Life Membership

That Alfred Cooper member #28 be elected as a Life Member in recognition of him having rendered outstanding service to the Club.

Explanatory note: By Board resolution of 26 August 2022 pursuant to Rule 5.5 of the Club's Constitution the Board resolved to submit a recommendation to this meeting that Alfred Cooper member #28 be elected as a Life Member in recognition of him having rendered outstanding service to the Club, noting that he also meets the requirement that he is currently a Bowling Member.

9. Welfare officer. To receive nominations for a Club welfare officer, to be appointed by the incoming Board.
10. Management. A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.
11. Auditor. If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

By authority of the Board



Tim McGavin
Secretary and Chief Executive Officer

13th September 2022

Notice of questions or requests for details

Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer at least 14 days prior to the meeting, so that answers may be researched, if required.

Eligibility

Financial Bowling and Social members and also Life members, have the right to attend and vote at the meeting. Employee members are not entitled to vote at the meeting. Under the registered clubs legislation, proxies are not permitted.

Notice of the meeting is being given to the Club's Auditor, who is entitled to attend.

Voting

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting in order to be passed.

Resolution

It is a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting.

Annual report

The Club's annual report for the year ended 30 June 2022 can be accessed at <http://www.ettalongbowlingclub.net/>