



# St Johns Park Bowling Club

ST JOHNS PARK BOWLING CLUB LIMITED (ACN 001 067 241)

# VIRTUAL ANNUAL GENERAL MEETING

SATURDAY 31 OCTOBER 2020 AT 10.00AM

BOARD CANDIDATE PROFILES WILL BE  
AVAILABLE ON CLUB WEBSITES

[www.sjpbowling.com.au](http://www.sjpbowling.com.au)

[www.tuncurrybeachbowlingclub.com.au](http://www.tuncurrybeachbowlingclub.com.au)

[www.wallaciacountryclub.com.au](http://www.wallaciacountryclub.com.au)

[www.balmainbowls.com.au](http://www.balmainbowls.com.au)

CLUB NOTICE BOARDS AND VOTING BOOTHS  
FROM 5PM ON THURSDAY 8 OCTOBER 2020



Members are requested to register online for the virtual AGM on or before the 31st October 2020 by following a link on all of the club websites. Once your registration is complete, you will receive a confirmation email which will include a link to login to the virtual Annual General Meeting (AGM). Please note that login commences thirty (30) minutes prior to the scheduled start time on the 31 October 2020. If required, technical support will be available via telephone.

## IMPORTANT INFORMATION FOR MEMBERS

This booklet contains information relating to the Annual General Meeting of St Johns Park Bowling Club Limited including:

- Notice of Annual General Meeting
- Business of the Meeting
- Notice of Ordinary Resolutions
- Notice of Special Resolution

## BUSINESS:

- To receive and confirm the Minutes of the previous Annual General Meeting held on Saturday 2 November 2019
- To receive and consider the Annual Report and Financial Report for the year ended 30 June 2020
- To consider and, if thought fit, pass Ordinary Resolutions 1, 2 and 3
- To consider and, if thought fit, pass Special Resolution 1

## FURTHER BUSINESS:

To discuss any matters of general interest / finance, of which seven (7) days' notice of the matter has been provided to the Club's Group CEO in writing. By providing notice in writing, it will allow the Club to provide a satisfactory response to the matter in question.

## 1. FIRST ORDINARY RESOLUTION

**Proposer:** George Humphries **Badge No.:** 252 **Secunder:** Geoffrey Lewsam **Badge No.:** 153

That pursuant to the Registered Clubs Act 1976 as amended:

- (a) The members hereby approve expenditure by the Club in a sum not exceeding \$100,000 (exclusive of GST) during the period preceding the next Annual General Meeting for the following activities of Directors

in their service as members of the Club's Board of Directors:

- i. the reasonable cost of meals and beverages for each Director in conjunction with Board or Committee Meetings;
  - ii. attending other registered clubs or gaming venues for the purpose of observing their facilities and methods of operation;
  - iii. reasonable costs or expenses incurred by Directors in relation to attending functions whilst representing the Club with partners where appropriate;
  - iv. reasonable costs or expenses in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board;
  - v. reasonable costs or expenses of travelling by either private or public transport to and from Directors or other duly constituted meetings, held within the Club or elsewhere;
  - vi. reasonable costs or expenses in relation to the provision of uniforms for the use of each Director when representing the Club;
  - vii. reasonable costs or expenses incurred by Directors in relation to attending presentations to members, other persons or groups acknowledging services deemed by the Directors to be of benefit to the Club and/or the community; and
  - viii. reasonable costs or expenses in relation to attending functions, dinners, sporting matches, corporate facilities, promotions, events or official functions while representing the Club in its corporate capacity in accordance with any sponsorship agreement or other comparable agreement.
- (b) The provision and marking out of car parking spaces for exclusive use of Directors, and such other persons as the Directors shall from time to time approve.
- (c) The Club in its commercial dealings from time to time will engage in corporate sponsorships with trade suppliers and/or service providers which may result in the Club being entitled to benefits. These benefits may be in the form of function invitations, dinners, events, sporting matches or the like. The Board is willing to pass on these benefits to our members where appropriate. The members acknowledge that it is not possible to pass on these benefits equally amongst all members. The members also acknowledge that the Board will at all times determine which benefits are to be offered to members equally or will be in the best interest of the Club to represent the Club in its corporate capacity.
- (d) The members acknowledge that the benefits in paragraphs (a) and (b) above are not available to members generally but only for those who are Directors of the Club.

#### **EXPLANATORY NOTES**

Ordinary Resolution No 1. (a) is to have the members in the Annual General Meeting approve an amount no greater than \$100,000 of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

This expenditure (shown in the accounts as "Meals and Drinks Directors") has been incurred by the Club in previous years and has been approved by members each year when the Annual Accounts have been adopted.

The adoption of Ordinary Resolution No. 1 by members will confirm and set an upper limit on the amount to be expended, and other additional benefits directly related to activities of the Club, and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended.

Recommendation: That approval be given to table Ordinary Resolution No. 1 (a) at the 2020 Annual General Meeting to approve an amount no greater than \$100,000 of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

## **2. SECOND ORDINARY RESOLUTION**

**Proposer:** Geoffrey Lewsam    **Badge No.:** 153    **Seconder:** Geoffrey Rymer    **Badge No.:** 304

That pursuant to the Registered Clubs Act 1976 as amended:

- (a) The members hereby approve expenditure by the Club in a sum not exceeding \$150,000 (exclusive of GST) for the professional development, industry research and education of Directors during the period preceding the next Annual General Meeting including:

- i. the reasonable costs or expenses of Directors and their partners attending the Annual General Meetings and Annual Conferences of ClubsNSW;
- ii. the reasonable costs or expenses of Directors in relation to accommodation, seminar / conference fees and travel costs, including reasonable out of pocket expenses of Directors attending Annual General Meetings and training seminars of ClubsNSW, Club Directors Institute, or any other recognised association within the Registered Clubs Industry, as may be determined by the Board from time to time;
- iii. the reasonable costs or expenses of Directors in relation to attending seminars, lectures, structured study tours, fact finding tours, trade displays, and other similar events which may include overseas travel as may be determined by the Board from time to time;
- iv. the reasonable costs or expenses of Directors in relation to attending other conferences and training sessions in relation to their roles and responsibilities under the Registered Clubs Act 1976, the Corporations Act 2001 and any other relevant legislation; and
- v. the reasonable cost or expenses of Directors in relation to attending conferences and training sessions in relation to any Mandatory Director Training that is required from time to time.

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club.

#### **EXPLANATORY NOTES**

Ordinary Resolution No. 2(a) is to have the members in the Annual General Meeting approve an amount no greater than \$150,000 for the expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events including the Annual General Meeting and Annual Conferences of Clubs NSW and to visit other clubs, to participate in other forms of formal training as recommended in the IPART report on the Industry to the NSW Government, and to ensure that any Directors who may join the Board have every opportunity to increase their knowledge.

This expenditure is to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which our Club conducts its business. This expenditure is shown on the accounts as Directors Expenses.

The adoption of Ordinary Resolution No. 2 by members will confirm and set an upper limit on the amount to be expended and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended.

Recommendation: That approval be given to table Ordinary Resolution No. 2 (b) at the 2020 Annual General Meeting to approve an amount not exceeding \$150,000 of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

### **3. THIRD ORDINARY RESOLUTION**

**Proposer:** Trent Craigie    **Badge No.:** 84    **Secunder:** William Lottey    **Badge No.:** 145

That pursuant to the Registered Clubs Act 1976 as amended:

The members hereby authorise for the period preceding the next Annual General Meeting, payment of the following sums, as honoraria, for the positions named and for the net sums referred to below (exclusive of any statutory deductions) in respect of services rendered to the Club. The members further acknowledge that the honoraria are not available to the members generally but only those members who are elected to the Board of Directors of the Club:

#### **Honoraria per annum**

Chairman	\$15,000.00
Deputy Chairman	\$12,000.00
Treasurer	\$12,000.00
Director	\$10,000.00

#### **EXPLANATORY NOTES**

Ordinary Resolution No. 3 is to have the members attending the Annual General Meeting approve the amount (specified next to each position) as honoraria for the positions named, in respect of services rendered to the Club.

The adoption of Ordinary Resolution No. 3 by members will confirm the amount to be paid to each of the Directors as honoraria and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended.

Recommendation: That approval be given to table Ordinary Resolution No. 3 at the 2020 Annual General Meeting to approve Honoraria for the Chairman, Deputy Chairman, Treasurer and Directors of the amounts as tabled above.

#### 4. SPECIAL RESOLUTION

**Moved:** Geoffrey Lewsam    **Badge No.:** 153    **Seconded:** Geoffrey Rymer    **Badge No.:** 304

That the Constitution of St Johns Park Bowling Club Limited be amended by:

##### ***Deleting current paragraph:***

Definitions 1.(a)

"The Club" means the St Johns Park Bowling Club Limited carrying on the business of a registered club at:

- (i) 93 Edensor Road, St Johns Park;
- (ii) 21 Parkes Street, Tuncurry;
- (iii) 1 Roma Avenue, Wallacia;
- (iv) 13 Park Road, Wallacia;
- (v) 156 Darling Street, Balmain; and
- (vi) At any other address that the Board of the Club may from time to time determine to be appropriate for carrying on the business of a registered club.

##### ***And replace with paragraph***

"Club" means the St Johns Park Bowling Club Limited.

#### ELECTION OF MEMBERS

##### ***Deleting current paragraph:***

- (a)  
When a person has been elected to Membership, the Secretary shall cause notice of such election to be given to such person personally or forwarded or posted. Upon payment of the entrance fee (if any) and first subscription such person shall become a Member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within 28 days after the date of the Notice of election to Membership has been given as herein provided, the Board may at its discretion cancel its election of the person to Membership of the Club.

##### ***And Replace with paragraph***

When a person has been elected to Membership, the Secretary shall cause notice of such election to be given to such person in accordance with this Constitution. Upon payment of the entrance fee (if any) and first subscription such person shall become a Member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within 28 days after the date of the Notice of election to Membership has been given as herein provided, the Board may at its discretion cancel its election of the person to Membership of the Club.

#### CESSATION OF MEMBERSHIP

##### ***Deleting current paragraph:***

40.

If the entrance fee and/or subscription or any part thereof referred to in Rule 1 (b) (i), or any other money or part thereof referred to in Rule 1 (b) (ii), of any Member is not paid within a period of 30 days from the date upon which it falls due for payment, the Secretary shall give to the Member in default seven (7) days written notice, within which such entrance fee and/or subscription or other money must be paid, and if the same is not paid within the time limited by such Notice the defaulting Member shall from that date be debarred from all privileges of Membership and be immediately disqualified from all Club competitions in which he or she is participating, and the person's name shall be removed from the Register of Members of the Club. Neither the provisions of Rule 42 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.

***And replace with paragraph***

If the entrance fee and/or subscription or any part thereof referred to in Rule 1 (b) (i), or any other money or part thereof referred to in Rule 1 (b) (ii), of any Member is not paid within a period of 30 days from the date upon which it falls due for payment, the Secretary shall give to the Member in default seven (7) days written notice in accordance with this Constitution, within which such entrance fee and/or subscription or other money must be paid, and if the same is not paid within the time limited by such Notice the defaulting Member shall from that date be debarred from all privileges of Membership and be immediately disqualified from all Club competitions in which he or she is participating, and the person's name shall be removed from the Register of Members of the Club. Neither the provisions of Rule 42 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.

**GENERAL MEETINGS**

***Deleting current paragraph:***

46. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days' notice specifying the place, day and time of the Meeting and in the case of special business the general nature of that business shall be given in the manner provided by Rule 89 to all Members entitled to attend and vote at General Meetings of the Club. The Meeting shall not be invalidated by reason only of the accidental omission to give notice of the Meeting to or the non-receipt of the notice of the Meeting by any Member, unless the Court on application of the Member concerned or any other Member entitled to attend the Meeting, or the Australian Securities and Investments Commission ("ASIC") or its successor, declares proceedings at the Meeting invalid.

***And replacing with paragraph***

Subject to the provisions of the Act relating to Special Resolutions, at least 21 days' notice specifying the place, day and time of the Meeting and in the case of special business the general nature of that business shall be given in the manner provided by Rule 90 to all Members entitled to attend and vote at General Meetings of the Club. The Meeting shall not be invalidated by reason only of the accidental omission to give notice of the Meeting to or the non-receipt of the notice of the Meeting by any Member, unless the Court on application of the Member concerned or any other Member entitled to attend the Meeting, or the Australian Securities and Investments Commission ("ASIC") or its successor, declares proceedings at the Meeting invalid.

***Deleting current paragraphs:***

**ACCOUNTS AND AUDIT**

83. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

84. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.

85. The Club must, within four (4) months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send or make available to each Member of the Club, but subject to Section 316 of the Act, either:

- A copy of the financial report required under Section 295 of the Act, a copy of the Directors' Report required under Section 298 of the Act and a copy of the Auditor's Report required under Section 308 of the Act; or
- A copy of the Concise Report that complies with Section 314(2) of the Act.

86. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or, subject to the Act, be for such other period as the Board may determine.

87. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

**ADDRESSES OF MEMBERS**

88. A Member must advise the Secretary of any change in his or her postal address.

## NOTICES

89. The Club may give a notice to any Member either:
- (a) Personally; or
  - (b) By sending the notice by post to the address of the Member recorded for that member in the Register of Members kept pursuant to these Rules; or
    - By sending the notice to the facsimile number or electronic address (if any) nominated by the Member.
- 90.
- (a) Where the Club gives a notice personally, the notice is taken to have been given to the Member on the day of receipt by that Member.
  - (b) Where the Club sends a notice by post, the notice is taken to have been given to the Member:
    - In the case of a notice of Meeting, on the day following that on which the notice was posted; or
    - In any other case, at the time at which the notice would have been delivered in the ordinary course of post.
  - (c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the Member on the day following that on which the notice was sent.

If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club's Notice Board is deemed to be notice to that Member at the expiration of 24 hours after it is so posted up.

## *And replacing with paragraphs*

### ACCOUNTS AND REPORTING TO MEMBERS

83. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
84. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
85. The Club must, within four (4) months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), report in accordance with Part 2M.3 of the Corporations Act to those members who request that copies of the reports referred to in rule 90 below be sent to them:
86. In accordance with Section 317 of the Corporations Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- the financial report of the Club; and
  - the directors' report;
  - the auditors' report on the financial report.

### FINANCIAL YEAR

87. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or, subject to the Act, be for such other period as the Board may determine.

### AUDITOR

88. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

### ADDRESSES OF MEMBERS

89. A Member must advise the Secretary of any change in his or her postal address.

## NOTICES

90. A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:
- (a) by displaying a notice on the Club Notice Board;
    - by displaying a notice on the Club's website;
    - by sending it to the electronic address (if any) nominated by the member; or
    - by sending a notification to the electronic address (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.

91. Any notice (other than a notice referred to in Rule 90 may be given by the Club to any member either:
- (a) by displaying a notice on the Club Notice Board;
    1. by displaying a notice on the Club's website;
      - personally;
      - by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
      - by sending it to the electronic address (if any) nominated by the member.
92. Where a notice is sent by post to a member in accordance with Rule 90 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
93. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
94. Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.
95. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club's Notice Board is deemed to be notice to that Member at the expiration of 24 hours after it is so posted up.

#### **Explanatory Notes to Special Resolution One**

Special Resolution One is to have the members in the Annual General Meeting approve changes to the Club's Constitution.

The benefits to the Club and members by approving the Special Resolution One as follows:

- Saves the Club substantial financial costs in relation to the printing and posting of the Club's Annual Report and required notices to members.
- Allows the Club to communicate with its members in more efficient and modern ways. (electronically)
- Allows the use of digital technology.

**If approved, all members will still have the option to have reports and notices printed or posted upon written request to the Club.**

**These approved Constitution changes will also amend to correct paragraph numbers throughout the Constitution.**

**Members are also advised all Constitution changes approved by members under the amalgamation Memorandum of Understanding (MOU) with Balmain Bowling Club Ltd are now effective as the 1st July 2020.**

On behalf of the Board of Directors



**David Marsh**  
Group CEO SJPBC



# St Johns Park

Bowling Club

# 2020 BIENNIAL ELECTION

*St Johns Park Bowling Club Limited has appointed Election Solutions (Independent Returning Officer) to conduct the 2020 Biennial Election of the Board of Directors*

## VOTING

Voting will be conducted by Election Solutions (Election Company) and will take place at booths located in the foyers of St Johns Park Bowling Club (SJPBC), Tuncurry Beach Bowling Club (TBBC) and Wallacia Country Club (WCC) on the dates and times listed below:

**NB:** Balmain Bowling Club Members will be required to attend either SJPBC, TBBC or WCC to vote during the Voting Period.

### ST JOHNS PARK BOWLING CLUB and TUNCURRY BEACH BOWLING CLUB

FRIDAY 23 OCTOBER	1pm - 8pm
SATURDAY 24 OCTOBER	1pm - 8pm
SUNDAY 25 OCTOBER	1pm - 8pm
MONDAY 26 OCTOBER	1pm - 8pm
TUESDAY 27 OCTOBER	1pm - 8pm
WEDNESDAY 28 OCTOBER	1pm - 8pm
THURSDAY 29 OCTOBER	1pm - 8pm

### WALLACIA COUNTRY CLUB

FRIDAY 23 OCTOBER	1pm - 6pm
SATURDAY 24 OCTOBER	1pm - 6pm
SUNDAY 25 OCTOBER	1pm - 6pm
MONDAY 26 OCTOBER	CLUB CLOSED
TUESDAY 27 OCTOBER	CLUB CLOSED
WEDNESDAY 28 OCTOBER	1pm - 6pm
THURSDAY 29 OCTOBER	1pm - 6pm

Life, Full Playing and Club Members who are financial as at 5.00pm Thursday 1 October 2020 are eligible to vote. Current Club Membership must be produced to receive a Ballot Paper.

PLEASE NOTE: Voting Method will be "First Past the Post" using Numbers. Members must adhere to instructions on the Ballot Paper supplied.

## BALLOT COUNT

A Ballot Count will be conducted by Election Solutions (Election Company) along with two (2) appointed Scrutineers in the Boardroom of SJPBC at 1:00pm Friday 30 OCTOBER 2020.

## ANNOUNCEMENT OF ELECTION RESULTS

Results of the Biennial Election for 2020 will be announced at the SJPBC Group Annual General Meeting at 10.00am Saturday 31 OCTOBER 2020, online by virtual meeting.

## ELECTION ENQUIRIES

Enquiries should be addressed to the SJPBC Club Group CEO (David Marsh) by email at davidm@sjobowling.com.au.

**David Marsh**  
Group CEO SJPBC

September 2020