

MINUTES OF THE ONE HUNDRED AND NINETENTH ANNUAL GENERAL MEETING HELD AT THE CLUBHOUSE ON SUNDAY 29TH OCTOBER 2008

Present: As per Attendance Book

The Chairperson Russell Butler declared the 119th meeting opened at 10.30 am. The Chairperson welcomed all. The Chairperson requested the meeting to stand to observe a minutes silence for those members who had passed away during the year.

The minutes of the 118th meeting were read.

Moved N Ross, seconded M Uren "that the minutes be received." CARRIED

Matters arising nil.

Moved N Ross, seconded M Uren "that the minutes be adopted." CARRIED.

APOLOGIES: H Watson, L Church, G Barnes, J Cross, M Hill, D Henry, T Robson, R Faulkner, M McWilliams.

Moved B White seconded G Ericsson "that the apologies be accepted." CARRIED.

CHAIRPERSON'S REPORT: The Chairperson tabled the following report:

It is with much pleasure and honour that I present the Chairperson's report to this 119th Annual General Meeting of Ashfield Bowling Club.

In summary our Club has had a successful and progressive year in virtually all areas of our operation. I will briefly detail some of these successes.

Firstly & foremost this is a Bowling Club and our Club is here for people to play bowls. The two sub club's the Men's & Women's Club have undertaken their tasks in a passionate manner and this has resulted in enjoyable social games, highly contested Championship matches, good performances in Pennant Competition and well run tournaments at our own Club. A very good example of one these performances was the Men's Pennant's. Having lost a number of players to other Clubs our bowlers were required to play beyond their ability to be competitive. The players did play beyond their ability with the result being our Club leading the section for 75% of the competition. Our women's club is now one of the few remaining Women's Club's in our area. Along with their normal bowling accomplishments the women's club put on a number of very good tournaments that had high participation rates from other Clubs. Both Club's came together for our major recruitment drive for players in February. Whilst other Bowling Clubs have reported a decline in Playing membership it is pleasing to be able to report we have a Nett increase of 15 players for the year. Both Club's are financially stable having undertaken fund raising responsibilities through raffles and co-ordinating our casual bowlers. I would like to thank to two President's of the sub clubs and I would like to acknowledge our Bowl's Co-ordinator Faye Flint for a job well done.

Financially wise the Club had a very good year. David Gwalter our Hon. Treasurer will detail more of this in his report. The Board resolved to seek broader advice on the Club's Investments for to this a sub committee was formed and I would like to thank the members of that sub committee in particular John Morgan for their input. We undertook some major capital work during the year and also much needed repairs. The installation of the shades was completed at an overall cost of \$31,577 we received a grant of \$13,000 from the Department of NSW Sport & Recreation the cost to the Club was \$18,577. Security cameras were installed to give our members, visitors and staff increased safety and accountability. The cost of the cameras was close to \$20,000. The major capital work for the year that was commenced in March and completed after the 30th June in September was the installation of stormwater harvesting and a new irrigation system. Obtaining the relative approvals was a lengthy process. Our greens will now be watered using only water from the underground tanks. The water used on the Jack Muirhead Green will be recycled into the tanks. In this day of the community being very environmentally aware our Club is very much leading the way. The total cost of this project was \$80,018 of which the Federal Government through the Community Water Grants Program gave us \$40,530 with a cost to the Club \$39,488. Another major item undertaken during the year was the internal painting of the Club. Minor items were replacement ice machine, conversion of poker machines and new lockers for the Ladies Room.

2007/08 was the first full year that the Club had a contractor cater. The original cater elected to withdraw his services in January this year and after advertising we were grateful to obtain the services of Franki Ha.

Franki had previous experience in Bowling Clubs and this has proven to be a benefit to our Club. Franki has provided a very professional and good catering service. I thank Franki and his family for their contribution. During the year the Board put into place a Workplace Relations Policy in line with that from Club's NSW. Items in place have been a formal appraisal system for staff and the adoption of a relative Job Description for Michael Wilson our Secretary/Manager. This has given better communication between the Board and staff. I would like to formally acknowledge the staff and our Greens Contractor for their work in make our Club operate smoothly.

The Board has realised its need to be more educated, give the Club direction and have a high level of transparency. A workshop was held post 30th June to begin the development of a Strategic Plan for the Club. With regard transparency the Board elected to publish the minutes of Board Meetings on the noticeboard. I would like to thank all members of the Board during the year for their contribution. Some other items I would like to mention is the introduction of our Friday night meat raffles, it is pleasing to see the number of people in particular people from our local community at the Club on a Friday evening. We have also this year had our web site in operation. This has proven an important communication tool and will become a more relevant communication tool in the future. To give you an idea there has been 142,329 hits on our web site since February 2007.

In closing I would like to thank every member for their contribution and support of our Club and look forward to 2008 as we enter our 120th year.

The members acknowledged the report by spontaneous applause.

Moved P Goodyer, seconded P Henry "that the Chairperson's report be accepted. CARRIED.

TREASURER'S REPORT AND FINANCIAL STATEMENTS

The Treasurer David Gwalter addressed the meeting advising the Club had a very good year, however a watch point is the continued slide in gaming income, however on the positive side there is a growth in bar income. He also advised that members need to be aware that the profit has two extra ordinary items included being the Community Water Grant of \$40,530 and the Capital Works Grant of \$13,000

Moved Beryl White, seconded C Hennessy, "that the financial statements be adopted." CARRIED

AUDIT REPORT: Brett Miller from Surry Partners addressed the meeting. He thanked the Board & the Secretary Manager for their co-operation in preparing the accounts. He advised the audit report is contained in the accounts. There being no questions it was **moved P Henry, seconded J Morgan "that the audit report be adopted." CARRIED.** The Chairperson thanked Brett Miller for attending the meeting and for his service during the year.

CONSIDERATION OF FIVE SPECIAL RESOLUTIONS

The Chairperson advised in accordance with the Corporations Act all members had received notice of the five special resolutions. To be passed each Special Resolution requires votes from not less than three quarters of those members who, being eligible to do so, vote in person at the meeting. Only Life members, financial Male Playing members and financial Female Playing members are entitled under the Club's Constitution to vote on each of the Special Resolutions. The Chairperson advised that the Board had appointed Trevor Honnibal as Returning Officer with assistance from Robyn Diffey and Michelle Howarde

First Special Resolution:

Moved P Henry, seconded P Goodyer

"That the Constitution of Ashfield Bowling Club Limited be amended by:

- (a) **deleting** Rule 50 and in lieu thereof **inserting** the following new Rule 50:

- (a) *Subject to paragraph (b) of this Rule 50, the Board shall consist of a Chairperson, a Deputy Chairperson, Honorary Treasurer, Greens Director and four (4) ordinary Directors.*
- (b) *The Board shall be elected annually prior to or at the Annual General Meeting of the Club in accordance with this Constitution, provided that:*
- (i) *the Chairperson and seven (7) Directors shall be elected in accordance with Rule 53 of this Constitution;*
- (ii) *the Deputy Chairperson, Honorary Treasurer and Greens Director shall be elected by the Board in accordance with Rule 53A of this Constitution.”*
- (b) **deleting** Rule 53(k) and in lieu thereof **inserting** the following new Rule 53(k):
- “If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from election for the junior office. For the purposes of this Rule 53, the order of seniority shall be:*
- (i) *Firstly – Chairperson*
- (ii) *Secondly – Director.”*
- (c) **inserting** the following new Rule 53A immediately after Rule 53:
- (a) *As soon as practicable after the Annual General Meeting the directors will meet for the purposes of electing from their number a Deputy Chairperson, an Honorary Treasurer and a Greens Director who shall be the Deputy Chairperson, Honorary Treasurer and Greens Director respectively of the Club.*
- (b) *The directors elected to the positions of Deputy Chairperson, Honorary Treasurer and Greens Director shall hold office until the conclusion of the next Annual General Meeting of the Club following their election to those offices.*
- (c) *The Chairperson shall not be entitled to be elected as Deputy Chairperson, Honorary Treasurer or Greens Director.*
- (d) *Any Director may be nominated for more than one position referred to in paragraph (a) of this Rule 53A but shall only be entitled to hold one such position. The order of seniority for such positions shall be:*
- (i) *Firstly – Deputy Chairperson;*
- (ii) *Secondly – Honorary Treasurer;*
- (iii) *Thirdly – Greens Director.*
- (e) *The Secretary shall, as soon as practicable after the Board has elected a Deputy Chairperson, Honorary Treasurer and Greens Director, prominently post the names of the Directors elected to those offices on the Club Notice Board.”*
- (d) **deleting** Rule 53(aa) and in lieu thereof **inserting** the following new Rule 53AA:
- “The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not inconsistent with Rule 50, Rule 53 or Rule 53A.”*

The Chairperson allowed members to speak for and against the first special resolution. The first special resolution was put on a show of hands. With the votes in the affirmative and negative being close, the Chairperson under Rule 95 declared a ballot. Ballot papers were distributed and counted by the Returning Officer. The Chairperson read the result and declared the First Special Resolution **LOST**.

Second Special Resolution:

Moved N Lingard, seconded C Hennessy:

That with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2008 and thereafter, the Constitution of Ashfield Bowling Club Limited be amended by:

- (a) **inserting** the following new Rule 50(c) immediately after Rule 50(b):

“(c) *For the purposes of the Annual General Meeting to be held in 2008 and every Annual General Meeting thereafter, the Board shall hold office in accordance with the Triennial Rule set out in Rule 51A.*”

- (b) **inserting** the following new Rule 51A immediately after Rule 51:

“51A. *The Board of Directors shall:*

- (a) *hold office in accordance with the triennial rule in Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the Triennial Rule will be the Annual General Meeting held in the year 2008; and*
- (b) *be elected in the manner described in Rule 53 and Rule 53A.*

SCHEDULE 4

Definitions

1. *In this Schedule -*

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*

- (2) *The groups -*

- (a) *shall be determined by drawing lots; and*
- (b) *shall be as nearly as practicable equal in number; and*
- (c) *shall be designated as group 1, group 2 and group 3.*

- (3) *Unless otherwise disqualified, the members of the governing body -*

- (a) *in group 1 shall hold office for 1 year; and*
- (b) *in group 2 shall hold office for 2 years; and*
- (c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*

- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial rule

7. *If the triennial rule is revoked -*

- (a) *at a general meeting - all the members of the governing body cease to hold office; or*
- (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*

and an election shall be held at the meeting to elect the members of the governing body.”

- (c) **deleting** the introductory paragraph of Rule 53 and in lieu thereof **inserting** the following new introductory paragraph of Rule 53:

“Elections for vacancies on the Board of Directors created by the Triennial Rule shall take place annually in the following manner:”

- (d) **deleting** from Rule 53(b), the words “for office” and in lieu thereof **inserting** the words “for the vacancies on the Board of Directors”.

- (e) **inserting** into Rule 53(f), immediately after the words “for more than one office” the words “for which an election is being held in any one year”.

- (f) **inserting** into Rule 53(g) immediately after the words “for each position on the Board” the words “for which an election is being held in any one year”.

- (g) **inserting** into Rule 53(h) immediately after the words “for the various positions on the Board” the words “for which an election is being held in any one year”.

- (h) **inserting** into Rule 53(i) immediately after the words “for the various positions” the words “for which an election is being held in any one year”.

- (i) **inserting** into Rule 53(j) immediately after the words “nominated for any position” the words “for which an election is being held in any one year”.

- (j) **inserting** into Rule 53(m) immediately after the words “the ballot paper for each position” the words “for which an election is being held in any one year”.

- (k) **deleting** the second sentence of Rule 81 and in lieu thereof **inserting** the following new sentence:

“The member so appointed shall hold office in accordance with the Triennial Rule set out in Rule 51A.”

- (l) **deleting** Rule 85(c) and in lieu thereof inserting the following new Rule 85(c):

“to:

- (i) *conduct an election to fill the vacancies on the Board caused by the operation of the Triennial Rule set out in Rule 51A; or*
- (ii) *declare the results of such an election and conduct any further election of directors that may be necessary.”*

The Chairperson allowed members to speak for and against the second special resolution The Chairperson under Rule 95 declared a ballot. Ballot papers were

distributed and counted by the Returning Officer. The Chairperson read the result and declared the Second Special Resolution **LOST**.

Third Special Resolution:

Moved F Flint, seconded June Donoghoe:

That the Constitution of Ashfield Bowling Club Limited be amended by **deleting** Rule 24(b) and in lieu thereof **inserting** the following new Rule 24(b):

“Life membership may only be conferred:

- (iii) at a General Meeting of the Club (including an Annual General Meeting); and*
- (iv) on a member who has been a member of the Club for at least fifteen (15) continuous years immediately prior to the date of the General Meeting or Annual General Meeting at which their election to Life membership shall be considered and determined provided that this requirement shall not apply to or affect any Life member who was elected to life membership prior to the Annual General Meeting of the Club held in 2008.”*

The Chairperson allowed members to speak for and against the third special resolution. The Chairperson under Rule 95 declared a ballot. Ballot papers were distributed and counted by the Returning Officer. The Chairperson read the result and declared the Third Special Resolution **CARRIED**

Fourth Special Resolution

Moved F Flint, seconded A Gwalter:

That the Constitution of Ashfield Bowling Club Limited be amended by:

- (m) **deleting** from Rule 5 the definition of “Playing member”;
- (n) **deleting** from Rule 5 the definition of “Junior member”
- (o) **deleting** Rule 18 and in lieu thereof **inserting** the following new Rule 18:
 - “The Full membership of the Club shall be divided into the following categories:*
 - (a) Playing members;*
 - (b) Social members;*
 - (c) Junior members;*
 - (d) Life members.”*
- (p) **deleting** Rules 21(a) and 21(b) and in lieu thereof **inserting** the following new Rules 21(a) and 21(b):
 - “(a) Playing members shall be persons who have attained the age of eighteen (18) years and who:*
 - (i) were recorded in the Club’s register of members as Playing members (Male) or Playing members (Female) as at the date of the Club’s Annual General Meeting held in 2008; or*
 - (ii) are elected to Playing membership of the Club in accordance with this Constitution at any time after the Annual General Meeting of the Club held in 2008.*
 - (b) Deleted.”*
- (q) **deleting** Rules 23(a) and 23(b) and in lieu thereof **inserting** the following new Rules 23(a) and 23(b):
 - “(a) Junior members shall be persons under the age of eighteen (18) years and who:*

- (i) were recorded in the Club's register of members as Junior members (Male) or Junior members (Female) as at the date of the Club's Annual General Meeting held in 2008; or
- (ii) are elected to Junior membership of the Club in accordance with this Constitution at any time after the Annual General Meeting of the Club held in 2008.

(b) Deleted."

The Chairperson allowed members to speak for and against the fourth special resolution. The Chairperson under Rule 95 declared a ballot. Ballot papers were distributed and counted by the Returning Officer. The Chairperson read the result and declared the Fourth Special Resolution **CARRIED**

Fifth Special Resolution.

Moved P Henry, seconded C Hennessy:

That the Constitution of Ashfield Bowling Club Limited be amended by:

- (c) **inserting** into Rule 5(a) the following definitions in alphabetical order with the other definitions in that Rule:
 - “the Gaming Machines Act” means the Gaming Machines Act 2001. When any provision of the Gaming Machines Act is referred to the reference is to that provision as modified by any law for the time being in force.*
 - “the Liquor Act” means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force.*
 - “the Registered Clubs Act” means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force.*
 - “the Registered Clubs Regulation” means the Registered Clubs Registration 1996. When any provision of the Registered Clubs Regulation is referred to the reference is to that provision as modified by any law for the time being in force.*
- (d) **deleting** from Rule 6(o) the words “a Certificate of Registration of the Club under the Registered Clubs Act 1976” and in lieu thereof **inserting** the words “a club licence for the Club under the Liquor Act”.
- (e) **deleting** Rule 15 and in lieu thereof **inserting** the following new Rule 15:
 - “A director of the Club shall not receive from the Club remuneration or other benefit in money or monies worth in relation to his or her duties as a director except by way of:*
 - (a) *an honorarium in accordance with section 10(6)(b) of the Registered Clubs Act; and*
 - (b) *repayment of out of pocket expenses in accordance with section 10(6)(d) of the Registered Clubs Act.”*
- (f) **deleting** from Rule 45(a) the words “section 67A of the Registered Clubs Act” and in lieu thereof **inserting** the words “section 77 of the Liquor Act”.
- (g) **inserting** at the end of Rule 45(a)(iii) the words “or the Liquor Act”.
- (h) **deleting** Rule 45(a)(vii) and in lieu thereof **inserting** the following new Rule 45(a)(vii):
 - “whom the Club, under the conditions of its club licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a Local Liquor Accord, is authorised or required to refuse access to the licensed premises.”*
- (i) **deleting** from Rule 45(c) the words “section 67A of the Registered Clubs Act” and in lieu thereof **inserting** the words “section 77 of the Liquor Act”.

- (j) **deleting** Rules 71, 72, 73 and 74 and in lieu thereof **inserting** the following new Rules 71, 72, 73 and 74:

“71. The Secretary shall, in accordance with the Registered Clubs Regulation, keep a declaration of disclosures, declarations and returns made to the Club pursuant to Rule 70 and any other disclosure, declaration or return made pursuant to the Registered Clubs Act or Registered Clubs Regulation.

72. Rules 70 and 71 do not limit the provisions of the Registered Clubs Act or the Registered Clubs Regulation referred to in those Rules.

73. Deleted.

74. Deleted.”

- (k) **deleting** Rule 99 and in lieu thereof **inserting** the following Rule 99:

“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, the Registered Clubs Act and the Registered Clubs Regulation and cause those statements to be provided to the Board in accordance with the requirement of the Act, the Registered Clubs Act and Registered Clubs Regulation.”

- (l) **deleting** Rules 101 and 102 and in lieu thereof **inserting** the following new Rules 101 and 102:

“101. The Board shall, not less than twenty one days before each Annual General Meeting and in any event within four months of the end of the financial year of the Club report to members in accordance with Division 4 of Part 2M of the Act.

102. In accordance with section 317 of the 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:

(a) the financial report of the Club;

(b) the directors’ report; and

(c) the auditor’s report on the financial report.”

David Gwalter spoke that the fifth special resolution is a requirement of various Acts of Parliament. The Chairperson put the Fifth Special Resolution and on a show of hands declared the Fifth Special Resolution **CARRIED**.

ELECTION OF OFFICERS:

The Chairperson asked the Returning Officer to distribute the Ballot Papers for the position of Chairperson. Ballot papers were distributed and then collected and counted by the Returning Officer. The Returning Officer declared Russell Butler elected as Chairperson. There was only one nomination for Deputy Chairperson and Faye Flint was declared Deputy Chairperson. There was only one nomination for Honorary Treasurer and David Gwalter was declared Honorary Treasurer. A ballot was conducted for the position of Green’s Director and Barry Poynting was declared elected. A ballot was held for the four Ordinary Directors position. The Returning Officer declared the following persons elected as Ordinary Directors: Michael Furlong, Michael Kuilder, Norelle Lingard and Beverley Pendleton.

ORDINARY RESOLUTIONS WHERE NOTICE WAS GIVEN.

The Chairperson advised that due Notice has been given of the following ordinary resolutions and a simple majority is required to pass the resolutions.

First Ordinary Resolution

Moved J Morgan, seconded P Henry

- (a) That the members hereby approve the Bowls Co-ordinator of the Club receiving an Honorarium of \$50.00 per week to be paid weekly for his services as the Bowls Co-ordinator**
- (b) The members hereby acknowledge that the benefit in paragraph (a) are not available for members generally but only for the person who occupies the position of Bowls Co-ordinator of the Club.**

CARRIED BY A MAJORITY.

Second Ordinary Resolution

Moved P Henry, seconded F Flint

- (a) That the members hereby approve expenditure by the Club not exceeding \$5,000 until the next Annual General Meeting of the Club for the following:**
 - (i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.**
 - (ii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by ClubsNSW, the Club Managers Association and such other conferences and trade shows as determined by the Board from time to time.**
 - (iii) The reasonable costs of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.**
 - (iv) The reasonable costs 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 reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from directors meetings or other duly constituted meetings of any committee of the Board.**
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but only for those who are Directors of the Club.**

CARRIED BY A MAJORITY

Third Ordinary Resolution

Moved G Ericsson, seconded T Howlett

- (a) That the members hereby approve expenditure by the Club not exceeding \$100 until the Annual General Meeting of the Club for the following:**
 - (i) The reasonable cost of a meal and beverage for each director before and after a Board or Committee meeting on the day of that meeting when such meeting coincides with a normal meal time.**
 - (ii) The 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.**
- (b) The members hereby acknowledge that the benefits in paragraph (a) are not available for members generally but are only available for those who are Directors of the Club.**

CARRIED BY A MAJORITY

ELECTION OF HONORARY SOLICITOR

Moved N Bridgefoot, seconded M Uren that “Phillip Saul & Associate were elected as Honorary Solicitor.” CARRIED.

GENERAL BUSINESS:

The meeting expressed their thanks to Trevor Honnibal, the Returning Officer and Robyn Diffey and Michelle Howarde for their assistance.

Jim McCullum requested the Board consider the reinstallation of the ceiling fans and enhanced microphone as the one used during the meeting was not performing as required. The Chairperson advised the Board would consider both requests.

The Chairperson thanked the Interpreter for the Hearing Impaired Members and all for their attendance and declared the meeting closed at 12.18 pm.