

## ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of the Tweed Heads Bowls Club Ltd ("the **Club**" or "**THBC**") is to be held in the Club's Winners Lounge, Florence Street, Tweed Heads, New South Wales on **Sunday 4<sup>th</sup> November 2018 at 10.00am AEDT**.

Note: As per Corporate Governance guidelines, there will be no admittance to the meeting room after 10.00am AEDT.

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### AGENDA

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1. Welcome and Opening of Meeting.
2. Apologies.
3. Confirm minutes of the Annual General Meeting held on Sunday 12<sup>th</sup> November 2017 (*copies available from Club's front reception*).
4. Business arising from the minutes.
5. Chairman's report.
6. General Manager's report.
7. Receive, consider and adopt the Financial Statements of the Company for the year ended 30 June 2018, and the reports by directors and auditors thereon.
8. To consider, and if thought fit, to pass Ordinary Resolutions which appear under the heading "Notice of Ordinary Resolutions".
9. Returning Officer to declare 3 positions vacant.
10. Ballot for Board election from 3 Directors from Group 3 2015 AGM.
11. Declaration of result for ballot of Directors (3 positions).
12. Ballot for Chairman.
13. Declaration of result for ballot of Chairman.
14. Ballot for Deputy Chairman.
15. Declaration of result for ballot of Deputy Chairman.
16. Presentation of badges to past Board members.
17. Presentation of badges to new Board members.
18. To consider, and if thought fit, to pass the Special Resolutions which appear under the heading "Notice of Special Resolutions."
19. General Business - to transact any business that may lawfully be brought forward.

#### Notes

1. The Board and Management will hold the following 2 Question and Answer sessions about the Annual General Meeting, but specifically about the agenda/business items listed above and the resolutions included in this Notice of Annual General Meeting:
  - (a) **Monday, 29 October 2018 at 10:00am;** and
  - (b) **Wednesday, 31 October 2018 at 10:00am.**Each of the Question and Answer sessions will be held at the Club, Florence Street, Tweed Heads.  
All members are encouraged to attend at least one of these sessions but of course all members are welcome to attend both these sessions in addition to attending at the Annual General Meeting.
2. An Ordinary Resolution is a resolution put at a general meeting that requires a simple majority, i.e. 50% plus 1.
3. Resolutions cannot be amended or added to by motions from the floor of the meeting and must be passed or rejected in their entirety.
4. Members are requested to submit any questions in writing on the Balance Sheet and Financial Statements to the General Manager by 5.00pm on Friday 26<sup>th</sup> October 2018 so that an informed response can be provided in writing prior to the Annual General Meeting.
5. Pursuant to the Registered Clubs Act and the Club's Constitution, Members who are employees of the Club are not entitled to vote.
6. Proxy voting is prohibited by the Registered Clubs Act.
7. Membership card is required to gain admission to the annual general meeting.
8. Provisional members are not entitled to vote.
9. A copy of the 2018 Annual Report can be found at [www.thbc.com.au](http://www.thbc.com.au)

By order of the Board  
**Gerard Robinson, General Manager**

# NOTICE OF ORDINARY RESOLUTIONS

## Ordinary Resolution 1

That pursuant to section 10(6)(b) of the Registered Clubs Act, 1976 (NSW) the Honoraria for the Bowls Sub-Club for the period to the next Annual General Meeting be approved, i.e. Presidents \$2,800 each; Secretaries \$1,900 each; Treasurer's \$1,900 each; Games Directors \$1,900 each; and the provision of a limited number of car parking spaces adjacent to the Club.

### Explanatory Note regarding Ordinary Resolution 1

**Subject to approval at the THBC AGM, the THBC Bowls Committee have requested the above honorarium amounts for all positions. These amounts will assist with out of pocket expenses when performing the duties of the elected positions.**

## Ordinary Resolution 2

That pursuant to section 10(6)(b) of the Registered Clubs Act 1976 (NSW), honoraria be paid to Directors in recognition of their honorary services voluntarily provided, with such honoraria to be paid as the Board sees fit, to the following maximum amounts for the period to the next Annual General Meeting: (i) Chairman \$12,000 (ii) Deputy Chairman \$9,000 (iii) each other Director \$7,000.

### Explanatory Note regarding Ordinary Resolution 2

**Subject to approval at the THBC AGM, the Board of Directors have requested the above honorariums which reflect the increased responsibilities of company directors. Directors are now required to complete mandatory training and they now have additional responsibilities under the Work Health and Safety Act 2011, Registered Clubs Act 1976 and Corporations Act 2001.**

## Ordinary Resolution 3

That this Annual General Meeting approves all benefits for Voluntary Workers which may include Volunteer Points and refreshments.

## Ordinary Resolution 4

That pursuant to section 10(6A) of the Registered Clubs Act 1976 (NSW), the members hereby approve and agree to the members of the Board, during the period to the next Annual General Meeting, receiving the following benefits, and the members further acknowledge that the benefits outlined in subparagraphs (a) to (h) are not available to members generally but only to those members who are elected directors of the Club:

- (a) A reasonable meal or refreshments and travel allowance associated with each meeting of the Board of Directors or subcommittees of the Board;
- (b) The reasonable cost of Directors attending the Clubs NSW meetings;
- (c) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
- (d) The reasonable cost of Directors attending other registered clubs for viewing and assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- (e) The provision of club apparel for the use of Club Directors when representing the Club;
- (f) The provision of car parking spaces adjacent to the Club;
- (g) The reasonable cost of Directors and Partners attending Sponsors and Corporate partner dinners at the Club; and
- (h) The reasonable cost of Directors and Partners attending events, functions, luncheons or dinners when representing the Club as a Director.

### Explanatory Note regarding Ordinary Resolution 4

**Subject to approval at the THBC AGM, the Board of Directors will be provided with the above non-monetary benefits which are typically approved by members of registered clubs pursuant to section 10(6A) of the Registered Clubs Act.**

### **Ordinary Resolution 5**

"That pursuant to rule 25(j) (ii) of the Constitution of Tweed Heads Bowls Club Ltd (**Club**), the members hereby approve the sale, exchange or other disposal of part of the Club's land located at 22-38 Florence Street, Tweed Heads (being lot 12 in deposited plan 803451) (**Site**) being that part shown as (proposed) lot 102 in the **attached** draft and unregistered plan of subdivision, having an area of approximately 8,000 square metres (**Land**)."

#### **Explanatory Note regarding Ordinary Resolution 5**

**Subject to approval at the THBC AGM, the Board of Directors have requested member approval to consider options in the future which may include development of non-core property, subject to satisfying the Registered Clubs Act requirements for non-core property.**

**Only Life, Bowling A and Bowling B members can vote on this resolution.**

### **Ordinary Resolution 6**

"That pursuant to rule 16(a) (i) of the Constitution of Tweed Heads Bowls Club Ltd (**Club**), the members hereby approve an increase of \$2 for green fees.

#### **Explanatory Note regarding Ordinary Resolution 6**

**Only Life, Bowling A and Bowling B members can vote on this resolution.**

## **NOTICE OF SPECIAL RESOLUTIONS**

### **Special Resolution 1**

"That the Constitution of Tweed Heads Bowls Club Ltd is amended by:

- Deleting Rule 25(n) and inserting instead the following new Rule 25(n):

"(n) **Delegation of Authority**

*To delegate its authority to organise and conduct the game of lawn bowls in respect of the Bowls Sub-club through consultation with management, such club to have the authority to set up and maintain bylaws to satisfactorily carry out this authority, such bylaws being subject to final approval by the Board.*

### **Special Resolution 2**

"That the Constitution of Tweed Heads Bowls Club Ltd is amended by:

- Deleting Rule 56 and inserting instead the following new Rule 56:

#### **SUB CLUB FUNDING**

*The Club shall provide annually enough funds for the Bowls Sub-Club to carry out its duties and functions in an efficient and competent manner under the guidance of the General Manager within the parameters of the Board-approved budget. Such budget will be submitted to the Board within a reasonable timeframe and in a manner prescribed by the Board for approval.*

### **Special Resolution 3**

"That the Constitution of Tweed Heads Bowls Club Ltd is amended by:

- Deleting Rule 57(b) and inserting instead the following new Rule 57(b):

"(b) **Sub Club**

*Members shall not be permitted at the same time to hold office on the Board as well as hold office on the Bowls Sub-Club Committee.*

### **General notes regarding the Special Resolutions**

1. Pursuant to Rule 69 of the Club's Constitution, only Life Members, Bowling A Members and Bowling B Members may vote on the Special Resolutions.

2. Pursuant to sections 9 and 136 of the Corporations Act and Rule 69 of the Club's Constitution, to be passed the Special Resolutions must receive votes in their favour from not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.
3. Because of the special resolution provisions of the Corporations Act, the Special Resolutions must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
4. Members who are employees of the Club are not entitled to vote.
5. Proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends the Special Resolutions to the meeting.

The Club opens for trade at 10am AEDT on the day, however the doors will be opened from 9am AEDT on the day of the AGM only.

**\*Proposed lot 102.**

