

**MERIMBULA-IMLAY BOWLING CLUB LIMITED**  
**ABN 89 001 064 008**


**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of **MERIMBULA-IMLAY BOWLING CLUB LIMITED** will be held in the Clubhouse 119 Main Street, Merimbula, New South Wales on **19 November 2017** commencing at 11:00 am.

**BUSINESS**

1. To confirm the minutes of the last Annual General Meeting held on Sunday 27 November 2016.
2. To receive and consider the financial reports for the financial year ended 30 June 2017.
3. To receive and consider the Directors' Report for the financial year ended 30 June 2017.
4. To receive and consider the Auditor's Report on the financial report for the financial year ended 30 June 2017.
5. To receive and consider other reports included in the Annual Report.
6. To elect a Patron.
7. To declare the results of the ballot for the election of positions on the Board – see note on page 2.
8. To consider and if thought fit pass the Special Resolution contained in this Notice.
9. To consider and if thought fit pass the First Ordinary Resolution contained in this Notice in relation to the costs of Directors' benefits.
10. To consider and if thought fit pass the Second Ordinary Resolution contained in this Notice in relation to the costs of the education of Directors.
11. To consider and if thought fit pass the Third Ordinary Resolution contained in this Notice in relation to the provision of car park spaces for Directors and office holders of sporting sections.
12. To consider and if thought fit pass the Fourth Ordinary Resolution contained in this Notice approving honorariums for Directors and other members as set out in Schedule A to this Notice of Meeting.
13. To consider and if thought fit pass a resolution to elect Ron Christie to Life membership of the Club.
14. To consider and if thought fit pass a resolution to elect Brian Kennedy to Life membership of the Club.
15. General business.

Dated: 22 August 2017 By direction of the Board

  
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D C Foley  
Chief Executive Officer

**THE RESOLUTIONS AND NOTES ON EACH RESOLUTION ARE CONTAINED IN THE FOLLOWING PAGES OF THIS NOTICE.**

**Important notice regarding election of directors**

The Board of Directors are elected under the triennial rule as set out in the Registered Clubs Act. Under that rule, the Board is divided into 3 groups and a different group is elected each year to serve a 3 year term.

This year, the election will be for the group 2 positions. This group consists of 2 of the 7 directors.

Accordingly, this year 2 directors are to be elected, being the 2 directors to fill the 2 group 2 positions for 3 years.

**Important notice regarding questions for the Annual General Meeting**

Members who have any questions regarding the reports or any other matter they wish raised at the Annual General Meeting should submit the question to the Chief Executive Officer in writing at least seven days before the date of the Annual General Meeting. This is to allow the Club time to prepare any information which may be required to respond to the question. If you do not do this, it may not be possible to answer your question at the meeting.

**Important notice in relation to Annual Reports**

Members who previously requested to receive Annual Reports will receive them in the manner that they have elected to receive them. Members who have not elected to receive Annual Reports can access the Annual Report on the Club's website [www.clubsapphire.com.au](http://www.clubsapphire.com.au) or by requesting a copy of the report from the office.

### Notes on resolutions and voting at the Annual General Meeting

1. Below are 1 Special and 4 Ordinary Resolutions which will be considered at the Annual General Meeting.
2. Life members and financial Bowling members are entitled to vote on the Special Resolutions and the Ordinary Resolutions.
3. Financial Social members are eligible to vote on the Fourth Ordinary Resolution but not the other resolutions.
4. The Special Resolution will be passed if at least 75% of the votes cast on the resolution by members present at the meeting and eligible to vote on it are cast in favour of the resolution.
5. Each Ordinary Resolution will be passed if at least a majority (ie. 50% plus 1) of the votes cast on the resolution by members present at the meeting and eligible to vote on the resolution are cast in favour of the resolution.
6. Each resolution for Life membership will be passed if at least 80% of the votes cast on the resolution by members present at the meeting and eligible to vote on it are cast in favour of the resolution
6. Under the *Registered Clubs Act*:
  - (a) proxy voting is prohibited; and
  - (b) employees cannot vote.
7. Notes on the resolutions follow each resolution.
8. The Board recommends the Special Resolutions and Ordinary Resolutions to members.

### **SPECIAL RESOLUTION**

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

That the Articles of Association of Merimbula-Imlay Bowling Club Limited be amended by **deleting** Article 38(e).

### **Notes to Members on the Special Resolution**

1. The Special Resolution is proposed to amend Article 38 to take into account the changes that were made to the Articles at last year's Annual General Meeting.
2. At that meeting, a Special Resolution was passed to amend the Constitution to remove the right of members to appeal a decision to a general meeting.
3. Article 38(e) still refers to such an appeal which no longer exists and needs to be deleted.

**FIRST ORDINARY RESOLUTION**

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following expenses of the Board of Directors, subject to specific amounts being authorised by the Board of Directors of the Club:
  - (i) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such 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.
  - (ii) Reasonable expenditure on food and beverages incurred by Directors in entertaining members and guests of the Club in the course of their duties as Directors.
  - (iii) Reasonable expenditure on food and beverages for Directors and partners for two dinners per year, and other functions where appropriate, and required to represent the Club.
  - (iv) Reasonable costs of a meal and beverage for Directors immediately before, during or after a Board or Committee meeting or Club related meeting where the meeting corresponds to a normal meal time.
  - (v) Reasonable costs of providing each Director items of clothing to be worn at official functions and on occasions when Directors are required to represent the Club.
- (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.

**SECOND ORDINARY RESOLUTION**

That pursuant to the Registered Clubs Act:

- (c) The members hereby approve reasonable expenditure by the Club for the professional development and education of the Board of Directors until the next Annual General Meeting of the Club, subject to specific amounts being authorised by the Board of Directors of the Club, being:
  - (i) The reasonable costs of Directors attending the Clubs NSW Annual General Meeting and meetings of other associations of which the Club is a member.
  - (ii) The reasonable costs of Directors attending seminars, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board.
  - (iii) The reasonable cost of Directors attending other registered clubs or similar types of business for the purpose of observing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.

- (iv) Attendance at functions with partners held in association with the activities in subparagraphs (i) (ii) and (iii) of this Resolution where appropriate and required to represent the Club including the reasonable cost of accommodation for directors and their partners.
- (d) The members acknowledge that the benefits in paragraph (c) above are not available to members generally, but only for those who are Directors of the Club and those members directly involved in the above activities.

### **THIRD ORDINARY RESOLUTION**

That pursuant to the Registered Club's Act:

- (e) Members hereby approve the setting aside of designated parking spaces in the Club's premises for the use of the following members:
  - (i) The Directors of the Club;
  - (ii) The President of the Merimbula-Imlay Women's Bowling Club;
  - (iii) The President of the Merimbula-Imlay Men's Bowling Club.
- (f) The members acknowledge that the benefits in paragraph (e) above are not available to members generally but only for those members who hold the offices listed in paragraph (e) above.

### **FOURTH ORDINARY RESOLUTION**

That the members hereby approve the payment of honorariums to Directors and other members of the Club for the amounts set out in the column entitled "Proposed" in Schedule A attached to this Notice of Meeting.

### **NOTES TO MEMBERS IN RELATION TO ORDINARY RESOLUTIONS RELATING TO BENEFITS TO DIRECTORS AND OTHER MEMBERS (including those in Schedule A)**

1. The First Ordinary Resolution, if passed, will authorise the Club paying for reasonable expenses incurred by Directors including the provision of meals and refreshments and various other expenses as set out in the resolution.
  2. The Second Ordinary Resolution, if passed, will authorise the Club paying for various expenses for Directors to attend meetings of ClubsNSW and associations of which the Club is a member, seminars and trade shows, attend at functions to represent the Club and other expenses as set out in the resolution.
  3. The Third Ordinary Resolution, if passed, will provide the Directors of the Club and the Presidents of the Men's and Women's Bowling Clubs with designated parking spaces at the Club.
  4. The Fourth Ordinary Resolution, if passed, will authorise the payment of an honorarium to Directors and other members in Schedule A.
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**RESOLUTION FOR LIFE MEMBERSHIP**

That Ron Christie be elected to Life membership of Merimbula Imlay Bowling Club Limited.

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**Notes to members on Resolution**

1. The Resolution will, if passed, elect Ron Christie to Life membership of Merimbula Imlay Bowling Club Limited.
  2. Article 18(c) provides that at least 9 Bowling and/or Life members must sign a nomination for Life membership. Mr Christie's nomination was signed by the following members
    - (a) R. Caterson (Life Member and Patron)
    - (b) W. Harding
    - (c) N. Pinne
    - (d) P. Stewart
    - (e) J. Clarke
    - (f) G. Mallard
    - (g) B. Hoff
    - (h) M. O'Hanlon
    - (i) D. Cooke
  3. Mr Christie.
    - (a) has been a Bowling member of the Club for 27 years;
    - (b) is a current Director;
    - (c) has been a Director for 10 years, including serving as Deputy Chairman and Chairman of the Board;
    - (d) is an accredited Bowls Coach and Umpire for 20 years
    - (e) has been a Men's Bowls Match Committee member for 15 years and Bowls Secretary for 6 years
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  - (e) J. Clarke
  - (f) G. Mallard
  - (g) B. Hoff
  - (h) M. O'Hanlon
  - (i) D. Cooke
3. Mr Kennedy:
  - (a) has been a Bowling member for 19 years;
  - (b) has served on all Men's Club Bowling Committees.
  - (c) was Men's Bowls Club President for three years.
  - (d) served for 10 years as a Director of the Club, including 7 years as Greens Director.

Dated: 22 August 2017 By direction of the Board

  
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D C Foley  
Secretary Manager

**SCHEDULE A - HONORARIUMS FOR DIRECTORS AND OTHER MEMBERS PAID IN ARREARS**

	Approved 13/14	Approved 14/15	Approved 15/16	Proposed 16/17
<b>BOARD OF DIRECTORS</b>				
Chairman	\$10,000	\$10,000	\$10,000	\$10,000
Treasurer	\$6,000	\$6,000	\$6,000	\$6,000
Deputy Chair & Directors	\$4,000	\$4,000	\$4,000	\$4,000
<b>MIWBC</b>				
President	\$900	\$900	\$900	\$900
Secretary	\$750	\$900	\$900	\$900
Treasurer	\$500	\$500	\$500	\$500
Publicity Officer	\$0	\$0	\$150	\$150
Almoner	\$0	\$0	\$50	\$50
Chair Match/Selection	\$0	\$0	\$0	\$0
Chair Match Committee	\$200	\$250	\$500	\$500
Chair Selection Committee	\$200	\$250	\$0	\$0
Chair Social Committee	\$200	\$250	\$250	\$250