



Bowraville & District Ex-Services Club Ltd

ABN 92 001 062 844

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NOTICE OF ANNUAL GENERAL MEETING

Meeting Details

Notice is hereby given that the Annual General Meeting of Bowraville and District Ex-Services Club Ltd will be held on **Sunday, 29 March 2026**, commencing at **10:00 AM** at the Club, 57 High Street, Bowraville NSW. Life Members, Associate Members, and Service Members are entitled to attend.

Financial Statements Availability

The Annual Audited Financial Statements for the year ended 30 June 2025 are available on the Club's website: <https://www.bowravilleexservicesclub.com.au>. Follow the Members Link under Club Information and Documents to download or print a copy. If you prefer a mailed copy, please contact us at 6568 7304 or bowsercl@bigpond.com. A copy of the report will also be displayed on the Members' Notice Board inside the Club.

Proposed New Constitution Availability

The proposed new Constitution to be considered at the meeting is available on the Club's website: <https://www.bowravilleexservicesclub.com.au>. Follow the Members Link under Club Information and Documents to download or print a copy. A copy of the proposed new Constitution will also be displayed on the Members' Notice Board inside the Club.

Submission of Matters for Discussion

Members wishing to discuss specific matters at the meeting must submit a written request by letter or email to the Club by close of business on **Thursday, 26 March 2026**.

MEETING AGENDA

Agenda Items

- a. Apologies.
- b. Confirmation of Minutes of the Annual General Meeting held on 31 August 2025.
- c. To receive and adopt the Annual Audited Financial Statements for the year ended 30 June 2025.
- d. To receive and adopt the reports of the Chairperson and Management.
- e. To consider and, if thought fit, pass the following Resolutions:

Resolutions

ORDINARY RESOLUTION 1 - Election of Directors

To elect Directors to fill six (6) vacant positions on the Board.

Applications for these positions must be submitted in writing to the Club by close of business on **Sunday, 22 March 2026** (one week prior to the meeting), in accordance with the Club's Constitution.

ORDINARY RESOLUTION 2 - Approving Expenditure by the Board of Directors

That pursuant to section 10(6)(b) of the *Registered Clubs Act 1976*, the members approve the continuation of and the provision of the following rights and benefits to Directors:

- The payment of an Honorarium to the President of the Club in the amount of \$2,600.00 per annum.
- Attendance at conferences and training seminars related to their roles and responsibilities as Directors, including accommodation and meal costs, and reasonable public transport or taxi charges for transportation from accommodation to the seminar or conference, as approved by the Board.
- Food and/or refreshments at the conclusion of monthly board meetings or any special meeting of the Board, including sub-committee meetings, as approved by the Board.
- The provision of food and refreshments to Directors undertaking duties within the Club outside of those associated with monthly board meetings, as approved by the Board.
- Reimbursement of reasonable costs associated with attendance at monthly board meetings pertaining to travel, as approved by the Board.
- The payment of the current Australian Taxation Office cents per kilometre method for the use of private vehicles associated with Club business, as approved by the Board.
- The provision from Club funds, or subsidised from Club funds, of a Chairperson's dinner, once in a financial year, which may be attended by the outgoing Board.

ORDINARY RESOLUTION 3 - Benefits for Members

To approve the provision of food and refreshments for members who undertake voluntary work for and on behalf of the Club, as approved by the Board.

ORDINARY RESOLUTION 4 - Benefits for Ex-Services and Community Groups

To approve assistance with costs, sponsorship, or subsidised from Club funds for food and refreshments for the following groups, as approved by the Board:

Frank Partridge VC Military Museum
 The Returned and Services League of Australia
 The Naval Association of Australia
 The RAAF Association
 Bowraville and District Ex National Servicemen
 The Australian Light Horse Association
 Serving Members of the Defence Force
 Ex-Prisoners of War and Relatives Association (Victoria) Inc

Bowraville Ex-Services Club Life Members
Argent's Hill Rural Fire Service
Other Ex-Service or Community and Sporting Groups

SPECIAL RESOLUTION 1 - Adoption of New Constitution

That the existing Constitution of the Bowraville and District Ex-Services Club Ltd be repealed in its entirety and replaced with the proposed new Constitution, a copy of which is available on the Club's website and displayed on the Members' Notice Board.

General Discussion

To discuss any matter submitted in writing to the Board by close of business on Thursday, 26 March 2026.

NOTICE TO MEMBERS

Voting Requirements

a. To be passed, an Ordinary Resolution must receive votes in favour from no less than 50% of those members who, being eligible to do so, vote in person on the Resolution at the meeting.

To be passed, a Special Resolution must receive votes in favour from no less than 75% of those members who, being eligible to do so, vote in person on the Resolution at the meeting.

b. Only Life Members, financial Service Members, and financial Associate Members are eligible to vote on Ordinary Resolutions and the Special Resolution.

c. Under the Registered Clubs Act:

- i. Members who are employees of the Club are not entitled to vote.
- ii. Proxy voting is prohibited.

d. Each resolution should be read in conjunction with the notes to members provided at the meeting.

By Order of the Board

Allan McKibbin

Chair

Bowraville and District Ex-Services Club Ltd

Date: 6 March 2026

EXPLANATORY MEMORANDUM

SPECIAL RESOLUTION 1 – ADOPTION OF NEW CONSTITUTION

Bowraville and District Ex-Services Club Ltd
Annual General Meeting – 29 March 2026

Dear Members

The Board of Directors is seeking your approval to adopt a new Constitution for the Club by passing Special Resolution 1 at the upcoming Annual General Meeting.

Why a new Constitution?

The Club's current Constitution has served us well but is now outdated in several respects. It was last comprehensively reviewed many years ago and does not fully reflect current requirements under the *Corporations Act 2001* (Cth) and the *Registered Clubs Act 1976* (NSW), nor does it incorporate modern governance best practices. The Board has prepared a proposed new Constitution to:

- Ensure full compliance with current legislation (including updates to registered club rules, member rights, and director duties).
- Modernise language and procedures (e.g., clearer definitions, non-gender-specific wording, provisions for electronic meetings/notices where permitted).
- Clarify membership categories, voting rights, meeting processes, and Board operations for better administration.
- Streamline and improve governance without changing the fundamental objects or nature of the Club as an ex-services community organisation.

Key Features of the Proposed New Constitution

- The objects of the Club remain largely unchanged but are expressed more clearly, including explicit reference to holding a club licence and conducting associated activities under relevant NSW legislation.
- Membership categories and rights are retained and clarified (no material changes to Life, Service, or Associate Members' entitlements).
- Director responsibilities, elections, and Board procedures are updated for clarity and efficiency.
- Financial protections for members are preserved (limited liability to a nominal amount on winding up, and surplus assets to go to similar not-for-profit organisations).
- Modern provisions are included for electronic communications, notices, and meetings (to the extent allowed by law).
- The Constitution continues to comply with the Registered Clubs Act requirements for voting eligibility, no proxy voting, and employee restrictions.

The proposed new Constitution is a complete replacement (repeal of the old and adoption of the new), rather than piecemeal amendments, to avoid inconsistencies.

Board Recommendation

The Board of Directors unanimously recommends that members vote in favour of Special Resolution 1. The Board believes the new Constitution will strengthen the Club's governance, ensure ongoing compliance, and better support our community role into the future.

Availability

A full copy of the proposed new Constitution is available:

- On the Club's website (<https://www.bowravilleexservicesclub.com.au> – Members Link > Club Information and Documents).
- Displayed on the Members' Notice Board inside the Club.
- By request (email bowsercl@bigpond.com or phone 6568 7304 for a printed copy).

This Explanatory Memorandum provides a general overview only and is not a substitute for reading the full proposed Constitution. It does not form part of the Special Resolution wording and cannot alter it. If you have questions, please contact the Secretary Manager or raise them at the meeting (written submissions close Thursday, 26 March 2026).

The Board thanks you for your continued support of Bowraville and District Ex-Services Club Ltd.

By Order of the Board
Allan McKibbin
Chair
Date: 6 March 2026