

URUNGA BOWLING CLUB LIMITED

A.B.N. 77 001 033 110

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Urunga Bowling Club Limited, will be held in the Club Function room on Sunday 16 November 2025 at 9:30am.

The agenda of business of the Annual General Meeting shall be as follows.

1. To receive and consider the minutes of the previous Annual General Meeting.
2. To receive and consider Financial Reports, Directors Reports, Auditors Reports.
As required pursuant to section 317 of the Corporations Law for the Year ended 30th June 2025.
3. For the purpose of the Registered Clubs Act to consider and if thought fit, pass the Ordinary Resolutions set out below.
4. To consider and if thought fit pass the Special Resolution set out below.

The Board recommends to members that they vote in favour of all resolutions in this Notice.

Note: To enable considered answers to be given to any questions on the Directors' Report, the Balance Sheet, the Income Statement and the Auditor's Report, members are requested to submit those questions in writing to the General Manager no later than 4pm Friday 7 November 2025. If you do not submit the question beforehand, it may not be possible to answer your question on the day.

Note: The Club's financial report is available on the Club website OR you can view a copy of the financial report on the Club's notice board. Copies will also be available from the Office. Copies of the financial report will only be sent to members who have elected to receive them.

Troy Gale

General Manager

'First Ordinary Resolution'

- a) The members hereby approve expenditure by the Club in a sum not exceeding \$12,000 each year for the professional development and education of Directors, including:
 - a) The reasonable cost of Directors attending at the Clubs NSW Annual General Meeting.
 - b) The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
 - c) The reasonable cost of Directors attending Seminars, Lectures and Trade Displays, Organised Tours, Fact Finding Tours and other Similar events as may be determined by the Board from time to time.
 - d) The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
- b) The Members acknowledged that the benefits in paragraph (a) above are not available to Members generally, but for those who are Directors of the Club.

'Second Ordinary Resolution'

- a) The Members hereby approve expenditure by the Club in a sum not exceeding \$8,000 per year for the following expenses subject to the approval by the Board of Directors:
 - a) The reasonable cost of a meal and beverage for each Director before or after a Board of Committee Meeting, on the day of that meeting when this meeting coincides with a normal mealtime.
 - b) Reasonable expenses incurred by Directors 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.

- c) The provision of uniforms for the use of Club Directors when representing the Club.
- d) The reasonable cost of the Board of Directors and their partners attending an end of year dinner prior to the Annual General Meeting.

- 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 and those Members directly Involved in the above activities.

'Third Ordinary Resolution'

- a) That pursuant to the Registered Clubs Act that the members hereby approve the payment of an honorarium of \$250 per week to the duly appointed volunteer Bowls Organiser and \$100 per week to the duly appointed volunteer Assistant Bowls Organiser (if any) until the next Annual General Meeting.

'Fourth Ordinary Resolution'

- a) That pursuant to the Registered Clubs Act and subject to paragraph (b) the members hereby approve the payment of an honorarium of \$3,000 to the Chairman of the Club, \$2,000 to the Vice Chairman of the Club and \$1,500 for each Director and per year until the next election in one years time at the Annual General Meeting.
- b) The Members acknowledge that the benefits in paragraph (a) are not available to Members generally, but only for Directors of the Club.

SPECIAL RESOLUTION

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

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

- (a) **deleting** Rule 2 the definition of "*Financial member*" and **inserting** the following:

"Financial Member means a member who has paid the subscription by the due date in accordance with Rule 34, and does not owe any other money to the Club after the due date of payment for that money or, in the case of a member where a subscription has not been charged, the member has renewed and validated their membership in accordance with Rule 35."

- (b) **inserting** the following new Rules 5(f) and (g) after Rule 5(e)

"(f) Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

(g) The Constitution and By-laws of the Club have effect as a contract between:

(i) the Club and each member; and

(ii) the Club and each director;

(iii) *each member and each other member,*

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.

(f) *A reference to a person being present or participating in a meeting “in person” includes attendance by virtual or electronic means.*

(g) *A reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form.”*

(c) **inserting** the following new Rule 7A:

“LIQUOR AND GAMING

7A. (a) *Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 0 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.*

(b) *Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.*

(c) *A person under the age of 18 years shall not use or operate the gaming facilities of the Club.*

(d) *The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.*

(e) *Subject to Section 73(2) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.*

(f) *Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.*

(g) *Notwithstanding any other provision of this Constitution, the Club has the power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the provisions of Rule 20 and 21, and the principles of procedural fairness and natural justice, shall not apply to the exercise of such power.”*

(d) **inserting** in Rule 20(a) after the words “Bowling membership” the words “who have been members of the Club for at least the immediate past two (2) years”.

(e) **inserting** in Rule 20(b) after the words “Social membership” the words “who have been members of the Club for at least the immediate past two (2) years”.

(f) **inserting** the following new Rule 25(e):

“A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant

details in the register of Temporary members referred to in Rule 38 on the first day that they enter the Club's premises during that period."

(g) **inserting** in Rule 29(b) after the word "address" the words:

"the email address, telephone number."

(h) **deleting** from renumbered Rule 29(e) the words "and address".

(i) **deleting** Rules 34 and 35 and **inserting** in their place the following new Rules 34 and 35:

- 34 (a) *For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.*
- (b) *In accordance with the Registered Clubs Act, The Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.*
- (c) *Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.*
- (d) *All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.*
- (e) *A member who does not pay a fee, subscription, levy or other payment by the due date will be an not be a Financial member. If the member does not pay the amount within one month of the due date, they will cease to be a member of the Club and the provisions of Rule 20 will not apply to any such cessation.*
35. *If a subscription is not charged for a membership, the member must renew their membership by the due date set for that renewal as determined by the Board. If a member does not renew their membership by the due date, the member shall cease to be a member of the Club and be removed from membership of the Club and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such cessation of and removal from membership."*

(j) **deleting** from Rule 37(a) the words "the occupation".

(k) **inserting** the following new Rules 38(e) to 38(i):

"Disciplinary Powers of the Secretary

- (e) *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:*
- (i) *is unbecoming of a member; or*
- (ii) *is prejudicial to the interests of the Club,*
- then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*
- (f) *In respect of any suspension pursuant to Rule 39(e)(i) the requirements of Rules 38(b) shall not apply.*
- (g) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 38(e) the Secretary (or his or her delegate) provide to the Board particulars of the suspension,*

including the name of the member, the period of the suspension and the reasons for the suspension.

(h) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 38(e) the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

(i) *the member has been suspended as a member of the Club; and*

(ii) *the period of suspension;*

(iii) *the privileges of membership which have been suspended; and*

(iv) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rules 38(b).*

(h) *If a member submits a request under Rule 38(h):*

(i) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*

(ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 38;*

(i) *The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).*

(j) *The Board may in its sole discretion review any suspension imposed by the Secretary (or his or her delegate) pursuant to Rule 38(e) and in doing so may revoke the suspension or reduce the period of the suspension”*

(l) **deleting** Rule 40(a) and in its place **inserting** the following:

A member may resign from membership of the Club by written notice delivered to the Club or by returning their membership card to the Club and such resignation will take effect from the date the written resignation or membership card is received by the Club”.

(m) **inserting** the following new Rules 42(f) to (j):

“(f) *is disqualified from managing any company under the Act;*

(g) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*

(h) *is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*

(i) *does not have a valid and current director identification number as at the close of nominations or proposed date of appointment; or*

(j) *has not been a member of the Club for at least the two years immediately before the close of nominations or proposed date of appointment.”*

(n) **inserting** in Rule 44(a) after the words “financial members” the words “who have been members of the Club for at least the two years immediately before the close of nominations”

(o) **inserting** the following new Rule 44(c1):

“A nomination can be withdrawn at any time prior to the commencement of voting.”

- (p) **deleting** Rule 44(g) the **inserting** the following:

“If at the close of nominations the full number of candidates for the positions to be elected is not nominated, those candidates who have nominated shall be declared elected and all remaining positions will be casual vacancies which may be filled by the Board after the Biennial General Meeting.”

- (q) **inserting** the following new Rule 44(j):

“Notwithstanding any other provision of this Constitution, the election of the Board may be conducted wholly or partly through electronic means and references to ballot papers in Rule 44 shall include electronic voting methods and records. If the election of the Board is to be conducted wholly or partially through electronic means, members will be able to vote by either using their own personal electronic device without having to attend the Club’s premises, or by using a designated computer or other electronic device at the Club’s premises.”

- (r) **deleting** from Rule 52 the word “month” and in its place **inserting** the words “quarter, where quarter means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December in each year,”

- (s) **inserting** the following new Rule 59A:

“In addition to Rule 59, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.”

- (t) **deleting** Rule 60 and **inserting** the following new Rules:

“60. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- (a) *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:*
 - (i) *declare the nature of the interest at a meeting of the Board; and*
 - (ii) *comply with Rule 60(b).*
- (b) *Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*
 - (i) *must not vote on the matter; and*
 - (ii) *must not be present while the matter is being considered at the meeting.*

REGISTERED CLUBS ACCOUNTABILITY CODE

- (c) *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 60. If there is any inconsistency between the Registered Clubs Accountability Code and Rule 60 to, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*
- (d) *For the purposes of this Rule 60 to, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

CONTRACTS WITH TOP EXECUTIVES

- (e) *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*
 - (i) *the top executive's terms of employment; and*
 - (ii) *the roles and responsibilities of the top executive;*
 - (iii) *the remuneration (including fees for service) of the top executive;*
 - (iv) *the termination of the top executive's employment.*
- (f) *Contracts of employment with top executives:*
 - (i) *will not have any effect until they approved by the Board; and*
 - (ii) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- (g) *Subject to any restrictions contained in the Registered Clubs Act and Rule 60(h), the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*
- (h) *A "pecuniary interest" in a company for the purposes of Rule 60(g) does not include any interest exempted by the Registered Clubs Act.*

CONTRACTS WITH SECRETARY AND MANAGERS

- (i) *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*
 - (i) *the Secretary or a manager; or*
 - (ii) *any close relative of the Secretary or a manager;*
 - (iii) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

LOANS TO DIRECTORS AND EMPLOYEES

- (j) *The Club must not:*
 - (i) *lend money to a director of the Club; and*
 - (ii) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- (k) *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*

- (l) *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- (m) *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*
- (i) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
 - (ii) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
 - (iii) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
 - (iv) *any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.*
- (n) *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 32.*

TRAINING DISCLOSURES

- (o) *The Club must make available to members:*
- (i) *details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
 - (ii) *the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.*
- (p) *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

PROVISION OF INFORMATION TO MEMBERS

- (q) *The Club must:*
- (i) *make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and*
 - (ii) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

- (u) **inserting** the following new Rule 62(l):

"has been found guilty of a charge pursuant to this Constitution and who in respect of such charge was suspended"

- (v) **inserting** the following new Rule 65A:

“Subject to Rule 66, the Board shall determine when, where and how all general meetings of the Club will be held provided the time of the meeting is reasonable and such meetings may be held:

- (a) at one or more physical venues;*
- (b) at one more physical venues using virtual meeting technology; or*
- (c) using virtual meeting technology.”*

- (w) **inserting** the following at the end of Rule 67(a):

“If the general meeting is to be held with technology, information on how members can participate in the meeting by technology;”

- (x) **inserting** after the first sentence of Rule 68 the words *“All members participating in such a meeting whether in person or virtually are taken for all purposes to be present in person at the meeting while so participating”*.

- (y) **inserting** the following new Rules:

“POSTPONING AND CANCELLING MEETINGS

76A *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*

WITHDRAWAL OF RESOLUTIONS

76B *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*

- (z) **inserting** the following new Rule 84A:

“A director or the secretary may sign a document pursuant to this Rule 84 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf the Club can sign different copies of the document and all use different methods to sign the document.”

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Notes to Members on Special Resolution

1. The Special Resolution proposes a number of amendments to the Club’s Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act, to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraph (a)** updates the definition of Financial members.
3. **Paragraph (b)** will insert introductory rules into the Constitution which reflect the status of the Constitution as a binding contract between members and clarify that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology, and that, a reference to notification in writing to members includes electronic notification.

4. **Paragraph (c)** includes a new rule to reflect the fact that the Club has to have policies for key legislative requirements and include in those policies rules to enforce them, including exclusion from the premises outside of the Club's disciplinary rules.
5. **Paragraph (d)** updates the Constitution in relation to temporary membership to reflect the Registered Clubs Act.
6. **Paragraphs (e), (f), (m) and (n)** introduce new eligibility requirements for members to be able to attend and vote at General Meetings and in the election of the Board, and stand for and be elected or appointed as a director. If the special resolution is passed, members will need to be members for at least two (2) years before being eligible to exercise these rights. The Board is proposing this amendment so that members will have a minimum period of membership to obtain some knowledge and understanding of the Club.
7. **Paragraphs (g) and (h)** update the Rules in relation to membership applications and the process to become a member to reflect the Registered Clubs Act.
8. **Paragraphs (i)** updates the Constitution in relation to subscriptions, the method of payment if the Board imposes subscriptions on members, removes the minimum subscription and removes the requirement for the Club to write to all members for subscription renewal. The Registered Clubs Act no longer provides for a minimum subscription for membership.
9. **Paragraph (j)** removes the requirement for the Club to keep the occupation of members in the Register of Members. This is no longer required by the Registered Clubs Act.
10. **Paragraph (k)** introduces new disciplinary powers to be exercised by the Secretary. They provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board's decision would be in substitution for the Secretary's decision.
11. **Paragraph (l)** updates the rules in relation to resignations of membership.
12. **Paragraph (m)** clarifies the eligibility criteria for being a director of the Club.
13. **Paragraph (n)** amends the Rules to provide that a nomination for election to the Board can be withdrawn up to the time when voting commences.
14. **Paragraph (p)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, these will be casual vacancies to be filled by the Board after the Biennial General Meeting. Currently, if there are insufficient nominations to fill all positions, additional nominations may be made at the meeting.
15. **Paragraph (q)** clarifies that the election of the board can be conducted wholly or partially through electronic means.
16. **Paragraph (r)** updates the Constitution in relation to Board meetings to reflect the current requirements of the Registered Clubs Act. The Act no longer requires the Board to meet monthly.
17. **Paragraph (s)** updates the Constitution in relation to Board meetings to confirm how directors can pass resolutions electronically by email.
18. **Paragraph (t)** updates the corporate governance and accountability rules in the Constitution to reflect the current provisions of the Registered Clubs Act and Corporations Act.
19. **Paragraph (u)** introduces a new rule that provides a member who is a director and who is suspended automatically ceases to be a director of the Club.

20. **Paragraphs (v) to (x)** will update the Constitution in relation to general meetings and Annual General Meetings to reflect current provisions of the Corporations Act and allow for the use of technology.
 21. **Paragraph (y)** will update the Constitution to confirm the power of the Club to cancel general meetings or remove items of business that have been put forward by the Board.
 22. **Paragraph (z)** will update the Constitution to allow the Club to execute documents electronically.
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