

**ARMIDALE CITY BOWLING CLUB LIMITED**  
**ACN 001 036 504**

**NOTICE OF  
ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of **ARMIDALE CITY BOWLING CLUB LIMITED** will be held in the Club's premises Dumaresq Street, Armidale, New South Wales on **the 28th of September 2025** commencing at **10am**.

**BUSINESS**

1. Welcome and apologies
    - Apologies
    - Acknowledge and welcome life members and patrons
    - Minute silence
    - Ask for scrutineers from the floor
    - Nomination for Patrons for 2025/ 26
  2. To confirm the minutes of the last Annual General Meeting held on 22<sup>nd</sup> September 2024.
  3. Correspondence to the Board.
  4. To receive and consider the financial reports for the financial year ended 30 June 2025.
  5. To receive and consider the Directors' Report for the financial year ended 30 June 2025.
  6. To receive and consider the Auditor's Report on the financial report for the financial year ended 30 June 2025.
  7. To receive and consider the Reports of the President and the Chief Executive Officer.
  8. To declare the results of the ballot for the election of directors.
  9. To consider and if thought fit pass the First Ordinary Resolution in relation to the costs of Directors benefits set out in this Notice of Meeting.
  10. To consider and if thought fit pass the Second Ordinary Resolution in relation to the costs of the education of Directors set out in this Notice of Meeting.
  11. To consider and if thought fit pass the Third Ordinary Resolution approving honorariums for Directors and other members as set out in Schedule A to this Notice of Meeting.
  12. To consider and if thought fit pass Special Resolutions as listed.
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## 13. General business

**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 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.armidalebowl.com.au](http://www.armidalebowl.com.au) or by requesting a copy of the report from the office.

**Notes on Resolutions and Voting at the Annual General Meeting**

1. Only Ordinary Resolutions will be considered at the Annual General Meeting.
2. **If special resolutions are considered only Life members, financial Playing members, financial Non-Playing members and Social members who were Restricted members or Lady Non-Playing members prior to the adoption of the current Constitution in 2008 are eligible to vote on a special resolutions.** Only these members will receive a copy of the Notice of Special Resolutions.
3. If Special Resolutions are considered then they will only be passed if at least 75% 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.
4. Financial Social members are also eligible to vote on the Third Ordinary Resolution but not the other Resolutions.
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. Under the *Registered Clubs Act*:
  - (a) proxy voting is prohibited; and
  - (b) employees cannot vote.
8. Notes on the resolutions follow each Resolution.
9. The Board recommends the Ordinary Resolutions to members.

**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 displaying the Club's logo, name or other distinguishing feature to be worn at official functions and on occasions when Directors are required to represent the Club provided that a Director shall, at the conclusion of his/her term of office, return the apparel to 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 partners' accommodation.
- (d) 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.
- (e) only for those members who hold the offices listed in paragraph (a) above.

### **THIRD ORDINARY RESOLUTION**

That the members hereby approve the payment of honorariums to Directors and other members of the Club for the amounts set out below:

President \$7000.00.

Vice President \$2500.00.

Directors \$2200.00.

### **SPECIAL RESOLUTION**

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

That the Constitution of Armidale City Bowling Club Ltd be amended by:

- (a) **inserting** the following new Rule 3.5:

*A reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form."*

- (b) **inserting** the following new Rule 9.8:

*Notwithstanding any other provision of this Constitution, and having regard to the objects of the Liquor Act and the Gaming Machines Act, the Anti Money Laundering Counter Terrorism Funding Act, Board has power to*

- (a) *implement house policies in connection with those laws;*
- (b) *include in those policies measures to assist in the objects and enforcement of those laws;*
- (c) *take steps to enforce those policies; and*
- (d) *without limiting the generality of Rule 9.7(c), include in those policies provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 20 shall not apply to any such decision."*
- (c) **deleting** from Rule 14.1(a) the words "twenty (20) kilometres from the Club's premises" and in their place inserting the words "such distance from the Club's premises as may be determined by the Board"
- (d) **deleting** from Rule 16.5 the words "provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act".

- (e) **inserting** the following new Rule 16.6:

“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.”

- (f) **deleting** Rule 24.1 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 or by and such resignation will take effect from the date the written resignation or membership card is received by the Club”.*

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### Notes to Members on the 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)** clarifies a reference to notification in writing to members includes electronic notification.
  3. **Paragraph (b)** includes a new rule to reflect the fact that the Club has to have policies for key legislative requirements in relation to liquor, gaming and anti money laundering, and include in those policies rules to enforce them, including exclusion from the premises outside of the Club’s disciplinary rules.
  4. **Paragraph (c)** updates the Constitution in relation to temporary membership. In 2024, the Registered Clubs Act was amended by removing reference to the “5km” rule in relation to temporary members. This Rule provided that only persons living outside of a 5 kilometre radius of the Club’s premises could be admitted as temporary members. The Club’s Constitution provides only persons living outside of a 20 kilometre radius can be temporary members. Paragraph (c) removes this requirement entirely so that the Constitution reflects the Registered Clubs Act.
  5. **Paragraphs (d) and (e)** clarify how members who are not charged subscriptions need to renew their membership and removes reference to a minimum subscription. The Registered Clubs Act no longer provides for a minimum subscription for membership and the paragraph.
  6. **Paragraph (f)** updates the rules in relation to resignations of membership.
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**NOTES TO MEMBERS IN RELATION TO ORDINARY RESOLUTIONS RELATING TO BENEFITS  
TO DIRECTORS AND OTHER MEMBERS**

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 authorise the payment of an honorarium to Directors and other members in Schedule A.

**NOTES TO MEMBERS IN RELATION TO SPECIAL RESOLUTION**

1. The Special Resolution, if passed will allow amendments to the Constitution to reflect changes to the Registered Clubs Act.

Dated: 7<sup>th</sup> August 2025

By direction of the Board

Graeme Heffernan  
Chief Executive Officer