



ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Tweed Heads Bowls Club Ltd, trading as Club Tweed ("the **Club**") is to be held in the Club's Winners Lounge, Florence Street, Tweed Heads, New South Wales on **Sunday 17 November 2024 at 10.00am AEDT**.

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

ABN 85 001 055 901

AGENDA

1. Welcome and Opening of Meeting.
2. Apologies.
3. Confirm minutes of the Annual General Meeting held on Sunday 19 November 2023 (*copies available from the Club's front reception*).
4. Business arising from the minutes.
5. Chairman's report.
6. Chief Executive Officer's report.
7. Receive, consider, and adopt the Financial Statements of the Company for the year ended 30 June 2024, 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 elected at the 2021 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 Special Resolutions which appear under the heading "Notice of Special Resolutions".
19. To consider, and if thought fit, to pass the Resolution which appear under the heading "Life Membership Resolutions."
20. General Business - to transact any business that may lawfully be brought forward.

Notes

1. The Board and Management will hold the following 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) **Tuesday, 5th November 2024 at 10:30am.** (b) **Friday, 8th November 2024 at 10:30am.**
The Question-and-Answer sessions will be held at the Club, Florence Street, Tweed Heads.
All members are encouraged to attend in addition to attending 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 CEO by 4.00pm on Friday 8 November 2024 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 2024 Annual Report can be found at www.clubtweed.com.au

By order of the Board
Gerard Robinson, CEO

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 \$2,400 each; Secretaries \$2,100 each; Treasurer's \$1,900 each; Games Directors \$2,100 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 AGM, the 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 AGM, the above honorariums 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 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.

Notice of Special Resolutions

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

To be passed, a Special Resolution must receive votes from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.

Life members, financial Bowling A members and financial Bowling B members can vote on the Special Resolutions.

Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

SUMMARY OF SPECIAL RESOLUTIONS

1. The First Special Resolution proposes adopting a new Constitution for the Club.
 2. The new Constitution will be an updated version of the Club's existing Constitution containing all of the amendments set out in the Second Special Resolution, Third Special Resolution and Fourth Special Resolution.
 3. The Second Special Resolution, Third Special Resolution and Fourth Resolution will only need to be considered and voted on if the First Special Resolution is not passed.
 4. The Second Special Resolution proposes a series of amendments to the Club's Constitution to bring the Constitution into line with best practice and relevant legislation.
 5. The Third Special Resolution proposes amending the way the Deputy Chairperson is elected.
 6. The Fourth Special Resolution proposes to remove the requirement for Bowling A members to ratify (approve) any changes to entrance fees, annual subscriptions, and green fees payable by Bowling A members.
-

FIRST SPECIAL RESOLUTION

That the Constitution of Tweed Heads Bowls Club Limited (**the Club**) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution.

Notes to Members on First Special Resolution

1. The First Special Resolution proposes to adopt a new Constitution to replace the existing Constitution.
The new Constitution will be an updated version of the Club's existing Constitution containing all of the amendments set out in the Second Special Resolution, Third Special Resolution and Fourth Special Resolution.
Copies of the proposed new Constitution (clean and marked up copies) and existing Constitution can be viewed on the Club's noticeboard and website and further copies are available on request from the Club.
-

SECOND SPECIAL RESOLUTION

If the First Special Resolution is not passed, that the Constitution of Tweed Heads Bowls Club Limited be amended by:

deleting the words "*General Manager*" wherever they appear and **inserting** the words "*Chief Executive Officer*".

deleting the words "*Chairman*" and "*Deputy Chairman*" wherever they appear and **inserting** the words "*Chairperson*" and "*Deputy Chairperson*".

deleting the definitions of "*Act*", "*General Manager*", "*Register*", "*Registered Clubs Act*" and "*Secretary*" in Rule 1 and **inserting** the following definitions into Rule 1:

"Act" means the Corporations Act 2001 and its associated regulations (as amended from time to time).

"Chief Executive Officer" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer, or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

"Financial member" means a member who has paid all fees, subscriptions and any other payments owing to the Club by the relevant due date(s).

"Gaming Machines Act" means the Gaming Machines Act 2001 and its associated regulations (as amended from time to time).

"Liquor Act" means the Liquor Act 2007 and its associated regulations (as amended from time to time).

"Liquor or Gaming Policy" means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.

"Registered Clubs Act" means the Registered Clubs Act 1976 and its associated regulations (as amended from time to time).

inserting at the beginning of Rules 5(g) and (p) the words *“Subject to the requirements of the Liquor Act and Registered Clubs Act”*.

deleting Rules 5(t) and (u), **inserting** the following new Rule 5(t) and **renumbering** the remaining provisions of Rule 5 accordingly:

“(t) *To hold club licences, gaming machine entitlements and any other rights, entitlements, permits, authorities and licences which are appropriate for the operation of a registered club;”*

inserting the heading *“Members Guarantee”* at the commencement of Rule 8.

inserting the heading *“Application of Property on Winding Up”* at the commencement of Rule 9.

deleting from Rules 10(d)(iii) and 10(d)(iv) the words *“stand for election to”* and **inserting** the words *“hold office on”*.

inserting into Rule 10(d)(iv) the word *“only”* before the *“upon the election of the Board”*.

deleting from Rule 10(d)(v) the words *“stand for election to”* and **inserting** the words *“introduce guests into the club, hold office on”*.

deleting Rule 10(e)(ii), **inserting** the following new Rules 10(e)(ii) and (iii) and **renumbering** the remaining provisions of Rule 10(e) accordingly:

“(ii) *An Honorary member who is not a full member of the Club (as defined in the Registered Clubs Act) shall be entitled only to the social privileges and benefits provided by the Club, introduce guests into the Club and to play bowls or participate in such other games, recreations and pastimes as determined by or on the invitation of the Board from time to time. However, Honorary members who are not full members of the Club (as defined in the Registered Clubs Act) shall not be entitled to attend or vote at any General Meeting, hold office on the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.*

(iii) *Notwithstanding sub paragraph (ii), an Honorary member who is a full member of the Club (as defined in the Registered Clubs Act) shall be entitled to the rights and privileges of the category of membership of which they are a full member (as defined in the Registered Clubs Act)”*.

deleting from the existing Rule 10(e)(iv) the word *“Board”* and **inserting** the words *“Chief Executive Officer or in the Chief Executive Officer’s absence the senior employee then on duty”*.

deleting from Rule 10(f)(iii) the words *“nominate for or be elected to”* and **inserting** the words *“hold office on”*.

inserting at the beginning of Rule 10(f)(iv) the words *“Subject to Rule 60(a)”*.

deleting Rule 10(f)(v) and **inserting** the following new Rule 10(f)(v):

“(v) *The Chief Executive Officer or in the Chief Executive Officer’s absence the senior employee of the Club then on duty, may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without being required to give reason”*.

deleting Rule 10(f)(vii).

deleting from Rule 10(h) the words *“within six (6) weeks from the date of lodging the nomination form with the General Manager or should his or her application for membership be refused (whichever is the sooner)”*.

inserting into Rule 10(h) the words *“to introduce guests into the Club (except for applicants for Junior Bowling membership) but”* before the words *“shall not be entitled to”*.

inserting the following paragraph at the end of Rule 10(h):

“The Chief Executive Officer may refuse a Provisional member admission to the Club or remove a Provisional member from the Club’s premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club”.

deleting Rules 11 to 14 and **inserting** the following new Rules 11 to 14 inclusive:

“11. APPLICATION FOR MEMBERSHIP

- (a) *A person applying for membership of the Club (the applicant) must complete a membership application form and submit it to the Club.*
 - (b) *Without limiting the powers of the Board, the Board will determine:*
 - (i) *the form and particulars of the membership application form; and*
 - (ii) *how the membership application form is to be submitted (that is, in person, or by post and/or electronically);*
 - (iii) *if the initial joining fee and subscription must be paid when submitting a membership application form.*
 - (iv) *in the case of electronic membership application forms, if the applicant must attend the Club’s premises to have their identity verified before their membership application form can be considered by the Board or election committee.*
-

-
- (c) *After the membership application form has been submitted to the Club, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.*
 - (d) *All membership applications will be considered by the Board, or an election committee and they may accept or reject a membership application without giving any reason.*
 - (e) *An applicant can only be admitted to membership if:*
 - (i) *they satisfy the eligibility requirements for the relevant category of membership; and*
 - (ii) *at least fourteen (14) days have passed since the applicant applied for membership; and*
 - (iii) *Rule 11(c) has been complied with.*
 - (iv) *the Board or election committee resolves to admit the applicant to membership.*
 - (f) *If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.*
 - (g) *Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club.*

12. INTENTIONALLY DELETED

13. INTENTIONALLY DELETED

14. INTENTIONALLY DELETED”.

deleting Rule 16 and **inserting** the following new Rule 16:

“16. ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND GREEN FEES

- (a) *For the purposes of section 30(2B) of the Registered Clubs Act, the Board will determine the joining fees, subscriptions, green fees, levies and other payments (if any) payable by members of the Club, provided that any suggested alterations of entrance fees, annual subscriptions and green fees for Bowling A members are to be placed before a General Meeting of the members for ratification.*
- (b) *All joining fees, subscriptions, green fees, levies, and other payments (if any) will be due and payable on such date or dates as determined by the Board.*
- (c) *The Board may determine that subscriptions (if any) are payable by monthly, quarterly or half yearly instalments, in advance or for more than one (1) year in advance.*
- (d) *Subject to Rule 16(c), any person elected to membership during the financial year of the Club will pay such proportion of the annual subscription (if any) as determined by the Board.*
- (e) *Bowling A members admitted during the period 1 January to 31 March each year shall pay the full annual subscription and persons admitted as Bowling A members during the period 1 April to 31 December each year shall pay a pro rata annual subscription as determined by the Chief Executive Officer”.*

inserting at the beginning of Rule 17 the words *“If any fee or subscription or call or charge or any instalment thereof is not paid by the due date, the member will be deemed to be a non-financial member of the Club and they will not be entitled to any rights and privileges of membership whilst they are a non-financial member”.*

inserting the following new Rules 19(i) and (j):

“(i) Director Identification Number

A member will not be entitled to be elected or appointed to the Board if they do not have a Director Identification Number on the proposed date of their election or appointment to the Board.

(j) National Police Certificate

A member will not be entitled to hold office on the Board unless they hold an up to National Police Certificate”.

deleting Rule 21A.

deleting Rule 22(a) and **inserting** the following new Rule 22(a):

“(a) Circumstances in which casual vacancies arise

The office of a member of the Board shall automatically be vacated if the person holding that office:

- (i) *dies.*
 - (ii) *is disqualified for any reason referred to in Section 206B of the Act.*
 - (iii) *becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.*
-

-
- (iv) *is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not to be vacant as a result of that absence.*
 - (v) *by notice in writing resigns from office as a director.*
 - (vi) *becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act, or the Liquor Act.*
 - (vii) *ceases to be a member of the Club.*
 - (viii) *becomes an employee of the Club.*
 - (ix) *fails to complete the mandatory training requirements for directors referred to in Rule 71(d) within the prescribed period (unless exempted).*
 - (x) *was not eligible to stand for or be elected or appointed to the Board.*
 - (xi) *ceases to hold the necessary qualifications to be elected or appointed to the Board.*
 - (xii) *does not have or ceases to have a Director Identification Number.*
 - (xiii) *is removed from office as a director in accordance with the Act and this Constitution.*

The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose”.

deleting from Rule 25(j) the words “section 41J of the Registered Clubs Act” and **inserting** the words “Liquor Act and Registered Clubs Act”.

deleting Rule 25(m) and **inserting** the following new Rule 25(m):

“(m) Rules, By-laws, and Regulations

Subject to this Constitution to make rules, by-laws or regulations for the proper conduct and management of the Club, authorise expenditure, borrow or raise money, receive all monies and subscriptions, engage or discharge employees, grant leases and accept surrenders thereof, take or accept a lease or leases of grounds, impose fines, close the Club’s premises at its discretion for any period or periods and in all things manage, control and conduct the business of the Club”.

deleting from Rule 26(a) the words “in every month” and **inserting** the words “per quarter (as defined in the Registered Clubs Act”.

inserting the following new Rule 26(e):

“(e) Board Resolutions

A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.

Additionally, 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”.

inserting at the end of Rule 27(b) the words “For the avoidance of doubt, the disciplinary hearing can be held in person at the Club’s premises or remotely by way of the use of technology”.

deleting from Rule 27(c) the words “or for 2 months, whichever is the earlier”.

deleting Rule 27(f) to (h) inclusive and **inserting** the following new Rule 27(f):

“(f) Without limiting any other restrictions contained in this Constitution, a member who is suspended from membership of the Club (including a provisional suspension from membership pursuant to Rule 27(c)) is not entitled to any rights and privileges of membership during the period of their suspension”.

inserting the following new Rule 27A:

“27A REMOVAL OF PERSONS FROM CLUB’S PREMISES

- (a) *In addition to any powers under Section 77 of the Liquor Act, the Chief Executive Officer or, subject to Rule 27A(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:*
 - (i) *who is then intoxicated, violent, quarrelsome, or disorderly; or*
 - (ii) *who, for the purposes of prostitution, engages or uses any part of the premises of the Club.*
 - (iii) *whose presence on the premises of the Club renders the Club or the Chief Executive Officer liable to a penalty under the Registered Clubs Act, Liquor Act or any other applicable law.*
 - (iv) *who hawks, peddles, or sells any goods on the premises of the Club.*
-

-
- (v) *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.*
 - (vi) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer or an employee exercising this power suspects of being a prohibited drug or prohibited plant.*
 - (vii) *whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.*
 - (b) *If pursuant to Rule 27A(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.*
 - (c) *Without limiting Rule 27A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 27A(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.*
 - (d) *Without limiting Rule 27A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 27A(a)(i), the person must not remain in the vicinity of the Club or re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.*
 - (e) *Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:*
 - (i) *in the absence of the Chief Executive Officer from the premises of the Club the senior employee then on duty; or*
 - (ii) *any employee authorised by the Chief Executive Officer to exercise such power.*
 - (f) *Notwithstanding any other provision of this Constitution, the Club has 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 principles of procedural fairness and natural justice shall not apply to the exercise of such power”.*

inserting the following new Rules 39A to 39E inclusive:

“39A CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

Subject to the Act, the Board may cancel or postpone any general meeting prior to the date on which it is to be held. The Board may give such notice of the cancellation or postponement as it thinks fit but the failure to give such notice does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

39B WITHDRAWAL OF RESOLUTIONS

Subject to the Act, the Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting.

39C NO PROXY VOTING

A person shall not:

- (i) *attend or vote at any meeting of the Club or of the Board or of any committee thereof; or*
- (ii) *vote at any election including an election of a member or of the Board, as the proxy of another person.*

39D AUDITOR

The Club's auditor:

- (a) *must be given notice of all general meetings of the Club; and*
- (b) *is entitled to attend any general meetings of the Club.*
- (c) *may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.*
- (d) *is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor (even if the auditor retires at the meeting or the meeting passes a resolution to remove the auditor from office).*

39E TECHNOLOGY

- (a) *The Club may hold a general meeting at two or more venues using any technology that gives members a reasonable opportunity to participate.*
- (b) *If permitted by the Act, the Club may hold hybrid or virtual only general meetings. The provisions of the Act will apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act will prevail”.*

deleting from Rule 43 the words *“and for any sum not exceeding Two dollars (\$2.00) as a member of the Club under this Constitution”.*

deleting Rules 46 and 47 and **inserting** the following new Rules 46 and 47:

“46. MEMBERSHIP DETAILS

Every member must advise the Chief Executive Officer of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

47. REGISTER OF MEMBERS AND GUESTS

The Club must keep and maintain registers of members and guests in accordance with the Act and Registered Clubs Act”.

deleting Rule 50 and **inserting** the following new Rule 50:

“50. FINANCIAL REPORTS

The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act”.

deleting Rule 52 and **inserting** the following new Rule 52:

“52. LEGAL REQUIREMENTS

- (a) *The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.*
- (b) *In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:*
 - (i) *the financial report of the Club; and*
 - (ii) *the directors' report.*
 - (iii) *the auditors' report on the financial report.*

inserting at the end of Rule 54 the words *“Notwithstanding this, the Club may execute a document (including a deed) without using the Seal if the document is signed by two (2) directors or the Chief Executive Officer and one (1) director”.*

deleting Rule 55 and **inserting** the following new Rule 55:

“55. NOTICES

- (a) *Without limiting the provisions of the Act, a notice may be given by the Club to any member either:*
 - (i) *personally; or*
 - (ii) *by sending it to the residential, postal or email address of the member.*
 - (iii) *by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.*
- (b) *Where a notice is:*
 - (i) *personally given to a member in accordance with Rule 55(a)(i), it is deemed to be received on the day the member is given the notice; and*
 - (ii) *sent to a member in accordance with Rule 55(a)(ii), it is deemed to be received by the member on the day following that on which the notice was sent.*
 - (iii) *sent to a member in accordance with Rule 55(a)(iii), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice”.*

inserting at the end of Rule 60(a) the words *“However, Temporary members can only introduce guests who are under the age of eighteen (18) years of age and in relation to whom the Temporary member is a responsible adult (as defined in the Liquor Act)”.*

inserting the following new Rules 60(g) to (i) inclusive:

- (g) *No member shall introduce any person as a guest who has been expelled from the Club, whose membership is then suspended or who has been refused admission to or been turned out of the Club.*
 - (h) *The Board shall have the power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.*
 - (i) *No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member”.*
-

inserting the following new Rule 63:

“63. COMPLIANCE MATTERS

- (a) *Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.*
- (b) *Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.*
- (c) *Subject to Section 73(2)(b) 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.*
- (d) *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.*
- (e) *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”.*

deleting from Rules 65 to 67 inclusive the words “179 of the Corporations” and inserting the words “9 of the”.

inserting the following new Rule 71:

“71. CORPORATE GOVERNANCE AND ACCOUNTABILITY

- (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 71(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.*
- (c) *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).*
- (d) *Any member who is elected or appointed to the Board, must, unless exempted, complete the mandatory director training prescribed in the Registered Clubs Act within the prescribed period”.*

inserting the following new Rule 72:

“72. MEETINGS AND VOTING

- (a) *In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):*
 - (i) *distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and*
 - (ii) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending.*
 - (iii) *allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.*
 - (b) *If there is any inconsistency between Rule 72(a) and any other provision of this Constitution, Rule 72(a) shall prevail to the extent of that inconsistency”.*
-
-

Notes to Members on Second Special Resolution

1. The Second Special Resolution will only be considered and voted on if the First Special Resolution is not passed.
 2. The Second Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Gaming Machines Act, Liquor Act and Registered Clubs Act.
 3. **Paragraphs 0 and 0** amend terminology used in the Club's Constitution.
 4. **Paragraph 0** amends the definitions used in the Club's Constitution.
 5. **Paragraphs 0 and 0** slightly amend the objects of the Club to bring them into line with the Gaming Machines Act, Liquor Act and Registered Clubs Act.
 6. **Paragraphs 0 and 0** insert new headings into the Constitution.
 7. **Paragraphs 0 to 0 inclusive** clarify the rights and entitlements of Associate, Social and Junior Bowling members. The rights and entitlements of those categories of membership remain unchanged.
 8. **Paragraphs 0 to 0 inclusive** amend existing provisions relating to Honorary, Temporary and Provisional membership to bring them into line with the Registered Clubs Act.
 9. **Paragraph 0** amends existing provisions relating to applications for membership to bring them into line with best practice and the Registered Clubs Act.
 10. **Paragraphs 0 and 0** amend existing provisions relating to the payment of annual subscriptions, entrance fees and other payments to the Club to bring them into line with the Registered Clubs Act.
 11. **Paragraph 0** inserts new provisions into the Club's Constitution which require directors to hold a Director Identification Number (as required by the Corporations Act) and an up-to-date National Police Certificate.
 12. **Paragraph 0** deletes a transitional provision relating to the election of the Board which is no longer required.
 13. **Paragraph 0** amends existing provisions relating to circumstances in which vacancies arise on the Board to bring them into line with best practice, the Corporations Act, Liquor Act and Registered Clubs Act.
 14. **Paragraphs 0 and 0** slightly amend existing provisions relating to the powers of the Board to bring them into line with the Liquor Act and Registered Clubs Act. For the avoidance of doubt, the powers of the Board remain unchanged.
 15. **Paragraphs 0 and 0** amend existing provisions relating to board meetings to bring them into line with the Corporations Act and Registered Clubs Act.
 16. **Paragraphs 0 to 0 inclusive** amends existing provisions dealing with disciplinary proceedings to bring the Constitution into line with best practice.
 17. **Paragraph 0** inserts new provisions dealing with the removal of persons from the Club's premises which are consistent with the Liquor Act.
 18. **Paragraph 0** amends existing provisions relating to general meetings to bring them into line with the Corporations Act.
 19. **Paragraph 0** amends existing provisions relating to resignation from membership to bring them into line with best practice.
 20. **Paragraph 0** amends existing provisions dealing with members details and the registers of members and guests to bring them into line with the Corporations Act and Registered Clubs Act.
 21. **Paragraphs 0 and 0** amend existing provisions relating to accounting and reporting to bring them into line with the Corporations Act.
 22. **Paragraph 0** amends existing provisions relating to execution of documents to bring them into line with the Corporations Act.
 23. **Paragraph 0** amends existing provisions relating to notices to bring them into line with the Corporations Act.
 24. **Paragraphs 0 and 0** inserts new provisions relating to guests of members to bring them into line with the Registered Clubs Act.
 25. **Paragraph 0** inserts new provisions into the Club's Constitution relating to compliance matters which are consistent with the Corporations Act, Gaming Machines Act and Registered Clubs Act.
 26. **Paragraph 0** amends a cross reference to the Corporations Act
 27. **Paragraph 0** inserts new provisions in the Club's Constitution relating to corporate governance and accountability which are consistent with the Corporations Act and Registered Clubs Act.
 28. **Paragraph 0** inserts new provisions in the Club's Constitution which enable the Club to distribute notices and other information electronically, hold meetings electronically and have members vote electronically at such meetings. This reflects the requirements of the Registered Clubs Act.
-

THIRD SPECIAL RESOLUTION

If the First Special Resolution is not passed, that the Constitution of Tweed Heads Bowls Club Limited be amended (with effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2025) by:

- (a) **deleting** Rule 19(c) and **inserting** the following new Rule 19(c):

“(c) Election of Chairperson and Deputy Chairperson

The Chairperson shall be elected annually out of the members of the Board by the general body of members at an Annual General Meeting.

The Deputy Chairperson shall be elected annually by the elected directors on the Board as soon as reasonably practicable after each Annual General Meeting”.

- (b) **deleting** from Rule 20(a) the words “and Deputy Chairperson”.

- (c) **deleting** Rule 20(d) and **inserting** the following new Rule 20(d):

“(d) Voting – Deputy Chairperson

As soon as reasonably practicable after each Annual General Meeting, the Board shall elect a Deputy Chairperson from amongst their number.”

- (d) **deleting** Rule 20(g).

- (e) **deleting** from Rule 21(c) the words “If there is only one candidate for the position of Deputy Chairman elected to the Board then that candidate shall then be declared to be elected to that position”.

Notes on Third Special Resolution

1. The Third Special Resolution will only be considered and voted on if the First Special Resolution is not passed.
2. The Third Special Resolution proposes to amend the manner in which the Deputy Chairperson is elected with effect from the Annual General Meeting and the election of the Board in 2025.
3. The Deputy Chairperson is currently elected by members.
4. The Third Special Resolution proposes for the Deputy Chairperson to be elected by the elected directors (and not by members).
5. If the Third Special Resolution is passed, the Deputy Chairperson will be elected by the elected directors (and not by members) with effect from the Annual General Meeting and the election of the Board in 2025.

FOURTH SPECIAL RESOLUTION

Version 1

If the First Special Resolution is not passed but the Second Special Resolution is passed, that the Constitution of Tweed Heads Bowls Club Limited be amended by **deleting** from Rule 16(a) the words “provided that any suggested alterations of entrance fees, annual subscriptions and green fees for Bowling A members are to be placed before a General Meeting of the members for ratification”.

Version 2

If the First Special Resolution and the Second Special Resolution are not passed, that the Constitution of Tweed Heads Bowls Club Limited be amended by **deleting** from Rule 16(a)(i) the words “and any suggested alterations of entrance fees, annual subscriptions and green fees for Bowling A members are to be placed before a General Meeting of the members for ratification”.

Notes on Fourth Special Resolution

1. The Fourth Special Resolution will only be considered and voted on if the First Special Resolution is not passed.
 2. Version 1 of the Fourth Special Resolution will only be considered and voted on if the First Special Resolution is not passed but the Second Special Resolution is passed.
 3. Version 2 of the Special Resolution will only be considered and voted on if the First Special Resolution and the Second Special Resolution are not not passed.
 4. The Constitution currently requires Bowling A members to ratify (ie provide final approval) for any changes to entrance fees, annual subscriptions and green fees payable by Bowling A members.
 5. The Fourth Special Resolution proposes to remove the abovementioned requirement.
 6. Therefore, if the Fourth Special Resolution is passed, the Board will determine the entrance fees, annual subscriptions, and green fees payable by Bowling A members (including any changes to those payments) without needing to obtain any approvals from Bowling A members.
 7. The Board recommends this amendment because the requirement for Bowling A members to ratify any changes to the entrance fees, subscriptions, and green fees payable by Bowling A members places unnecessary restrictions on the Board’s ability to properly manage the business and affairs of the Club.
-

LIFE MEMBERSHIP RESOLUTIONS

NOMINATION FOR LIFE MEMBERSHIP

Resolution 1

Proposed – Russell Frewin (385) Seconded – Dan Ware (46092)

That in accordance with Rule 10(g) of the Constitution of the Tweed Heads Bowls Club Limited, "Classes of Membership - Life Members" **Peter Goldsmith (573)** be nominated for Life Membership.

Resolution 2

Proposed – Peter Hardcastle (76335) Seconded – Wayne Heydt (809)

That in accordance with Rule 10(g) of the Constitution of the Tweed Heads Bowls Club Limited, "Classes of Membership - Life Members" **Ivan Kerkow (632)** be nominated for Life Membership.

Rule 10(g) - Classes of Membership - Life Members

Life members shall consist of such members who have rendered meritorious services over an extended period, of at least 15 years, to the Club and on account of such services are elected as Life members at a General Meeting of the Club by a secret ballot of not less than two-thirds (66 per cent) majority of the members present and entitled to vote provided always that any proposal for Life membership shall be made by not less than two Bowling A or Bowling B members in writing. A Life member shall be entitled to all the privileges of a Bowling A member but shall not be liable for any subscriptions or green fees whatsoever.

General notes regarding Life Membership Resolutions

1. Pursuant to the Club's Constitution, only Life Members, Bowling A Members and Bowling B Members may vote on Life Member resolutions.
2. Pursuant to the Club's Constitution, to be passed the Resolution must receive votes in their favour from not less than two-thirds (66 per cent) of those members, who being entitled to do so, vote in person at the meeting.
3. Members who are employees of the Club are not entitled to vote.
4. Proxy voting is prohibited by the Registered Clubs Act.

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.
