

MUNMORAH UNITED BOWLING CLUB LIMITED
ACN 000 639 314
NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given that the fifty seventh (57th) Annual General Meeting of **MUNMORAH UNITED BOWLING CLUB LIMITED** trading as **CLUB MUNMORAH** will be held on Sunday **21 September 2025** commencing at **10.00 am** at the premises of the Club, Acacia Avenue, Lake Munmorah, New South Wales.

BUSINESS

The business of the meeting will be as follows:

1. Apologies.
 2. To confirm the minutes of the previous Annual General Meeting held on 22 September 2024.
 3. To receive and consider the directors' report, financial report, and auditors' report on the financial report for the last financial year and any other reports of the Board or of individual officers of the Club. Copies of these reports can be emailed on request to the Club and can be viewed on the Club's website from 28 August **2025**.

Note: Members who may have questions in relation to any report are requested to submit their questions in writing to the Chief Executive Officer by **12:00pm (midday) on 12 September 2025**. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.
 4. To consider and if thought fit pass the two (2) Ordinary Resolutions set out in this Notice.
 5. To consider and if thought fit pass the two (2) Special Resolution set out in this Notice.
 6. To deal with any other business of which due notice has been given to members.
 7. General business.
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PROCEDURAL MATTERS FOR RESOLUTIONS

1. **Ordinary Resolution** – To be passed, an Ordinary Resolution must receive votes from not less than a majority (50% + 1) of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
 2. **Voting on Ordinary Resolution** – Only Life members, financial Bowling members, financial Non-Bowling members and financial Paid for Life members can vote on the Ordinary Resolutions.
 3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
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FIRST ORDINARY RESOLUTION

That:

The members hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:

- (i) the reasonable cost of a meal for each director whenever the director is performing duties at the Club; and
- (ii) the cost of a meal and beverages for each director at a reasonable time before or after a board meeting or committee meeting on the day of that meeting when that meeting corresponds with a normal meal time;
- (iii) the reasonable expense 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 as properly incurred in the course of that director's duties, on the production of invoices, receipts, or other documentary evidence of such expenditure;

- (iv) the reasonable expenses for the holding of the annual 'end of term of office' dinner for the Board, their guests, and dignitaries;
- (v) the reasonable cost of directors and/or officers attending meetings of other associations of which the Club is a member;
- (vi) to provide all directors with an iPad, tablet or laptop for the receipt of board papers;
- (vii) the reasonable cost of attendance at functions with spouses/partners, where appropriate and required to represent the Club and authorized by the Board to do so;
- (viii) the reasonable cost of directors and/or officers attending at the Registered Clubs Association Annual General Meeting, Conferences and Trade Exhibitions;
- (ix) the reasonable cost of directors and/or officers attending seminars, lectures, trade displays, organised study programs and fact-finding programs, and other similar events as approved by the Board as necessary for the betterment of the Club;
- (x) the reasonable cost of directors attending other clubs for the purpose of observing and assessing their facilities and methods of operation, provided that such attendances are approved by the Board as being necessary for the benefit of the Club;
- (xi) the provision and maintenance of designated parking at the Club for the use of directors and/or officers of the Club only;
- (xii) the reasonable cost of issuing each director with a Club uniform and the reasonable costs of dry cleaning of such uniforms.

The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors (and their spouses/partners and other officers of the Club in certain circumstances) of the Club.

Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution is to have the members approve expenditure by the Club on directors (and their spouses/partners and other officers of the Club in certain circumstances) in respect of the matters set out in the First Ordinary Resolution.
2. Included in the First Ordinary Resolution is the cost of directors attending seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club.

SECOND ORDINARY RESOLUTION

That the members hereby approve:

payment of the following honorariums (inclusive of any superannuation guarantee levy if payable) to the Club's directors for services as Directors until the next Annual General Meeting:

- (xiii) President - \$8,000; and
- (xiv) Vice President & Board Appointed Treasurer - \$4,800;
- (xv) Directors - \$4,000 each.

if a person only holds office for part of the term, the above honorariums shall be paid on a pro-rata basis.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution is to have the members approve honorariums for Directors of the Club for duties to be performed by them until the next Annual General Meeting.
 2. The honorariums will be paid on a pro-rata basis which means that if a person only holds office for part of the period until the next Annual General Meeting, that person will only receive a proportional part of the honorarium.
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First Special Resolutions

That the Constitution of Munmorah United Bowling Club Limited:

- (a) **deleting** Rule 4(a)(ii) and **renumbering** the remaining provisions of Rule 4(a) accordingly.
- (b) **deleting** Rule 5(b) and **renumbering** the remaining provisions of Rule 5 accordingly.
- (c) **deleting** from Rule 8(a)(i) the words *“New South Wales is not less than such minimum distance from the Club’s premises as may be prescribed by the Registered Clubs Act or such other greater distance”* and in its place **inserting** the words *“is not less than such minimum distance.”*
- (d) **deleting** from Rule 13 the words *“and the names of persons elected”*.
- (e) **deleting** from Article 18B(a) *“twelve (12)”* and in its place inserting *“twenty four (24)”*.
- (f) **inserting** the following new Article 60D

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 polices in connection with those laws;*
- (b) include in those polices 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 polices 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.”*

Notes to Members on the First Special Resolution

- 1. The First Special Resolution proposes a number of amendments to the Club’s Articles of Association.
- 2. Paragraphs (a) and (b) delete references to now deleted Rules.
- 3. Paragraph (c) updates the Constitution in relation to temporary membership to reflect the Registered Clubs Act including removing reference to the “5km” rule in relation to temporary members. The ability to determine the minimum requirements of Temporary Membership is now not set in the Registered Clubs Act but will be determined by the Board from time to time.
- 4. Paragraph (d) removes the requirement for the names of members to be included in the minutes upon their election to membership as this is not required by the Registered Clubs Act.
- 5. Paragraph (e) increases the time for which a member can be suspended by the Secretary from one to two years. A member so suspended retains the right to have the matter determined by the Board.
- 6. Paragraph (f) 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.

Second Special Resolution

That the Constitution of Munmorah United Bowling Club Limited:

- (a) **deleting** Rule 28(b) and **renumbering** the provisions of Article 28 accordingly.
- (b) **inserting** in Rule 30 after the words “*required number of candidates being nominated*” the words “*to be elected as a director*”.
- (c) **inserting** the following new Article 30B:

“As soon as practicable after each Biennial General Meeting, the Board shall meet to elect from among their own number the President and Vice President who, subject to this Constitution, will hold those offices until the next meeting of the Board held pursuant to this Rule.”

Notes to Members on the Second Special Resolution

- 1. The Second Special Resolution proposes a number of amendments to the Club’s Articles of Association in relation to the Board.
- 2. First, it will remove the position of Treasurer. The Articles provide that the Board if it wants to can appoint a Treasurer, but does not have to. However, the role of a Treasurer in a club is no longer needed as all directors have equal responsibility for the finances of the Club and the work previously performed by a club treasurer is now undertaken by the Club’s employees and accountant, with the Club subject to the annual audit by the Club’s auditor.
- 3. Second, it will change the method of electing the President and Vice President. Currently, the members elect the President, Vice President and five (5) ordinary directors. The Second Special Resolution proposes to change this so that members elect seven (7) directors, and then the directors choose the President and Vice President from among their own number.
- 4. This change reflects a growing change in governance and Board elections, whereby the members elect the Board and then the Board can determine who is best suited to undertake specific roles.

General business:

- (a) To deal with any business to which due notice **has** been given.
- (b) To deal with any business the meeting **may** approve of which due notice **has not** been given.

Dated: 20 August 2025

By direction of the Board

Alex Moore

Alex Moore
Chief Executive Officer