

MINUTES

MUNMORAH UNITED BOWLING CLUB LIMITED 57th ANNUAL GENERAL MEETING

21 September 2025

Meeting Opened: 10.00am

Present: 44 Bowling Members – as per attendance sheets
19 Non-Bowling Members – as per attendance sheets
Quorum established for the meeting

Apologies: John Sturdy, Graham Brown, Roslyn Brown, Rob Gregory, Reg Podbury,
Maureen Cassar, Claire Hoban,.

President Bill Ralley welcomed Club Lawyer Ray Travers, Club Auditor Kirsty Porteous and Club CEO Alex Moore.

President Bill Ralley welcomed Life Members Charles Cassar, Alf Davis, Sonia Geddes and John Heaton.

President Bill asked all in attendance to observe a moment silence in memory of all departed members and friends we have lost over the past year.

President Bill Ralley thanked all members for their attendance and advised all members that all Annual General and Extraordinary meetings will follow a “CONSENT AGENDA”. A Consent Agenda can be confirmed in one action rather than filing motions for each item, therefore having no need for a mover and a seconder.

Previous Minutes

Minutes of the 56th Annual General Meeting held Sunday 22 September 2024

Accepted and Adopted

The minutes of the meeting held on Sunday 22 September 2024 were shared with members via the Club website as well as copies provided at the beginning of the meeting and were adopted as a true and accurate recording. **CARRIED**

Business arising from the minutes of the meeting held Sunday 22 September 2024

Nil to report

Presidents Report

President read out his report.

Presidents Report presented as tabled to all members for adoption.

Business arising from Presidents Report

Nil to report

Adopted

CARRIED

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CEO's Report

CEO read out his report.

CEO Report presented as tabled to all members for adoption.

Business arising from CEO Report

Nil to report

Adopted

CARRIED

Directors Report & Financial and Auditors Report

Auditors Report

Business arising from Financial and Auditors Report

Kirsty Porteous, Pitcher Partners, tabled a concise report to the members on the financial result for the year ending 30 June 2025.

Key performance indicators included:

- Net Profit **\$628,885**.
- Operating Cashflow **\$1,061,667**. Up 13.6% on 2024.
- Revenue increased by 5.4% to **\$6,826,377** up from **\$6,479,223**.
- Net Assets **\$6,986,859**.
- Working Capital healthy at **\$2,110,672**.
- Bar, Brasserie, and Gaming all up on the previous year.

Expenses increased by only 1% on 2024, much less than CPI.

Club Munmorah's ability to bank \$4.25 for every \$1 spent is well above the industry benchmark of \$2 banked for every \$1 spent.

A very good result for the company.

The President tabled the Directors, the Financial and the Auditors reports to the members for acceptance.

Business arising from Directors, Financial and Auditors Reports

Nil

All reports

Adopted

CARRIED

Ordinary Resolutions: total of 2

Members were then asked to consider and vote on the following Ordinary Resolutions:

Note: Ordinary Resolutions do not alter the Club’s constitution and only require 50% + 1 members present to vote in favour for the resolution to be adopted. Having 63 members present, 32 had to vote in favour for any Ordinary Resolutions tabled to carry.

The President handed the chair to the CEO.

All Directors left the meeting.

The CEO detailed the 1st & 2nd Ordinary resolutions.

Ordinary Resolution 1 - “The First 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 resolution. Included in the first resolution in 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”.

Business Arising from the 1st Ordinary Resolution

Nil

**1st Ordinary Resolution was Accepted and Adopted
CARRIED**

Ordinary Resolution 2 – “The Second Resolution is to have honorariums for Directors of the Club for duties performed by them until the next Annual General Meeting. The honorariums will be paid quarterly 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.”.

Business Arising from the 2nd Ordinary Resolution.

Nil

**2nd Ordinary Resolution was Accepted and Adopted
CARRIED**

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Special Resolutions:

Note: 75% +1 of Bowling members present are required to pass each Special Resolution. Only Bowling, Life and Paid for Life members can vote. Having 44 Bowling Members present, 34 had to vote in favour of each Special Resolution tabled for it to carry.

The President handed the meeting to the Clubs Lawyer, Ray Travers to table and explain the **1st Special Resolution**

1. The Frist 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.

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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.

Ray asked through the chair if there were any questions.

As there were no questions, the President put the 1st special resolution to the bowling and life members for acceptance.

1st Special Resolution was Accepted and Adopted
CARRIED

The President handed the meeting back to the Clubs Lawyer, Ray Travers to table and explain the **2nd Special Resolution**

7. The Second Special Resolution proposes a number of amendments to the Club’s Articles of Association in relation to the Board.
8. 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.
9. 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.
10. 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.

Ray asked through the chair if there were any questions.

Member #4975 – how would the voting process occur once the 7 directors were elected.

Ray advised it would be through a nomination process and if there were more than 2 nominees, it would go to a vote.

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Member #779 – asked if ordinary members can vote for the president.
Ray advised current voting was for a president, a vice president and 5 directors and all members over 18 can vote in the director elections.

Member #3404 – asked Ray, why can't all members vote on all resolutions?
Ray advised under the company constitution as it now stands, only full bowling members and life members can vote on special resolutions.

Member #5624 – stated that this form of voting can create politics within the board.
Ray advised that irrespective of the voting process, politics can play a role in all boards.

As there were no more questions, the President put the 2nd special resolution to the bowling and life members for acceptance.

The vote being 38 for & 6 against. Therefore approved.

2nd Special Resolution was Accepted and Adopted
CARRIED

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General Business

The President invited members who may have questions or comments not related to the specific business of the meeting to speak.

Member #6382 – asked if the retaining wall construction would include drainage to prevent the synthetic green from holding water.

CEO Alex advised member #6382 that drainage will be included during the construction of the retaining wall. No fines concrete will be laid inside both the southern and eastern walls along with new pits installed between the eastern wall and the boundary. As for the synthetic green holding water, drainage pipes are located in the southeastern and southwestern corners. Reasons water sits on top of the green may have to do with the sub surface of the green.

Member #6382 asked if seating can be supplied and installed on the top green.

CEO took this request on notice and will review possibilities.

Member #3810 noted that there was inadequate seating on the plan in the newly located function room. Lady bowls gala days get up to 128 attendees.

CEO stated current plans show seating for 100 but this could possibly increase.

Member #466 - Asked when the units will be constructed on the vacant block at 600 Pacific Highway.

President Bill stated that the vacant block will be used as access for the construction of the retaining wall. Once the retaining wall and the refurbishment was completed, the units will be built.

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Member #1301 asked why the plans of the club were not on display.

President Bill asked the CEO to take the members present through recent works and the plan for stage 1 of the refurbishment.

Member #3404 – how long will the refurbishment take?

President Bill explained that the 3 stages will approximately 13 weeks per stage. Therefore 39 weeks.

The CEO shared images of the capital works completed over the last 12 months along floorplans, schematic plans, and artist impressions of the refurbishment and repositioning of the Club.

The CEO gave a detailed explanation of the design and layout answering many questions from the floor.

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The Chairman then asked the meeting if there was any further general business. There being no further general business, the Chairman closed the meeting and invited those present to enjoy a complimentary beverage from the bar.

The meeting closed at 11.17am