



St Johns Park Bowling Club

ST JOHNS PARK BOWLING CLUB LIMITED (ACN 001 067 241)

ANNUAL GENERAL MEETING

SATURDAY 29 OCTOBER 2022 AT 10.00AM
JAMIESON ROOM SJPBC

BOARD CANDIDATE PROFILES WILL BE
AVAILABLE ON CLUB WEBSITES

www.sjpbowling.com.au

www.tuncurrybeachbowlingclub.com.au

www.wallaciacountryclub.com.au

www.balmainbowls.com.au

CLUB NOTICE BOARDS AND VOTING BOOTHS
FROM 5PM ON THURSDAY 6 OCTOBER 2022



IMPORTANT INFORMATION FOR MEMBERS

This booklet contains information relating to the Annual General Meeting of St Johns Park Bowling Club Limited including:

- Notice of Annual General Meeting
- Business of the Meeting
- Notice of Ordinary Resolutions
- Notice of Special Resolution

BUSINESS:

- To receive and confirm the Minutes of the previous Annual General Meeting held on Saturday, 23 October 2021.
- To receive and consider the Annual Report and Financial Report for the year ended 30 June 2022
- To consider and, if thought fit, pass Ordinary Resolutions 1, 2 and 3
- To consider and, if thought fit, pass Special Resolution 1

FURTHER BUSINESS:

To discuss any matters of general interest / finance, of which seven (7) days' notice of the matter has been provided to the Club's Group CEO in writing. By providing notice in writing, it will allow the Club to provide a satisfactory response to the matter in question.

1. FIRST ORDINARY RESOLUTION

Proposer: George Humphries **Badge No.:** 252

Seconded: Geoffrey Lewsam **Badge No.:** 153

That pursuant to the Registered Clubs Act 1976 as amended:

- (a) The members hereby approve expenditure by the Club in a sum not exceeding \$100,000 (exclusive of GST) during the period preceding the next Annual General Meeting for the following activities of Directors in their service as members of the Club's Board of Directors:
- i. the reasonable cost of meals and beverages for each Director in conjunction with Board or Committee Meetings;
 - ii. attending other registered clubs or gaming venues for the purpose of observing their facilities and methods of operation;
 - iii. reasonable costs or expenses incurred by Directors in relation to attending functions whilst representing the Club with partners where appropriate;
 - iv. reasonable costs or expenses in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board;
 - v. reasonable costs or expenses of travelling by either private or public transport to and from Directors or other duly constituted meetings, held within the Club or elsewhere;
 - vi. reasonable costs or expenses in relation to the provision of uniforms for the use of each Director when representing the Club;
 - vii. reasonable costs or expenses incurred by Directors in relation to attending presentations to members, other persons or groups acknowledging services deemed by the Directors to be of benefit to the Club and/or the community; and
 - viii. reasonable costs or expenses in relation to attending functions, dinners, sporting matches, corporate facilities, promotions, events or official functions while representing the Club in its corporate capacity in accordance with any sponsorship agreement or other comparable agreement.
- (b) The provision and marking out of car parking spaces for exclusive use of Directors, and such other persons as the Directors shall from time to time approve.
- (c) The Club in its commercial dealings from time to time will engage in corporate sponsorships with trade suppliers and/or service providers which may result in the Club being entitled to benefits. These benefits may be in the form of function invitations, dinners, events, sporting matches or the like. The Board is willing to pass on these benefits to our members where appropriate. The members acknowledge that it is not possible to pass on these benefits equally amongst all members. The members also acknowledge that the Board will at all times determine which benefits are to be offered to members equally or will be in the best interest of the Club to represent the Club in its corporate capacity.
- (d) The members acknowledge that the benefits in paragraphs (a) and (b) above are not available to members generally but only for those who are Directors of the Club.

EXPLANATORY NOTES

Ordinary Resolution No 1. (a) is to have the members in the Annual General Meeting approve an amount no greater than \$100,000 of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

This expenditure (shown in the accounts as "Meals and Drinks Directors") has been incurred by the Club in previous years and has been approved by members each year when the Annual Accounts have been adopted.

The adoption of Ordinary Resolution No. 1 by members will confirm and set an upper limit on the amount to be expended, and other additional benefits directly related to activities of the Club, and meet the disclosure requirements

of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended. Recommendation: That approval be given to table Ordinary Resolution No. 1 (a) at the 2022 Annual General Meeting to approve an amount no greater than \$100,000 of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

2. SECOND ORDINARY RESOLUTION

Proposer: Geoffrey Lewsam **Badge No.:** 153 **Seconded:** George Humphries **Badge No.:** 252

That pursuant to the Registered Clubs Act 1976 as amended:

- (a) The members hereby approve expenditure by the Club in a sum not exceeding \$150,000 (exclusive of GST) for the professional development, industry research and education of Directors during the period preceding the next Annual General Meeting including:
- i. the reasonable costs or expenses of Directors and their partners attending the Annual General Meetings and Annual Conferences of ClubsNSW, Leagues Clubs Australia & The RSL & Services Association.
 - ii. the reasonable costs or expenses of Directors in relation to accommodation, seminar / conference fees and travel costs, including reasonable out of pocket expenses of Directors attending Annual General Meetings and training seminars of ClubsNSW, Club Directors Institute, or any other recognised association within the Registered Clubs Industry, as may be determined by the Board from time to time;
 - iii. the reasonable costs or expenses of Directors in relation to attending seminars, lectures, structured study tours, fact finding tours, trade displays, and other similar events which may include overseas travel as may be determined by the Board from time to time;
 - iv. the reasonable costs or expenses of Directors in relation to attending other conferences and training sessions in relation to their roles and responsibilities under the Registered Clubs Act 1976, the Corporations Act 2001 and any other relevant legislation; and
 - v. the reasonable cost or expenses of Directors in relation to attending conferences and training sessions in relation to any Mandatory Director Training that is required from time to time.
- (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.

EXPLANATORY NOTES

Ordinary Resolution No. 2(a) is to have the members in the Annual General Meeting approve an amount no greater than \$150,000 for the expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events including the Annual General Meeting and Annual Conferences of Clubs NSW and to visit other clubs, to participate in other forms of formal training as recommended in the IPART report on the Industry to the NSW Government, and to ensure that any Directors who may join the Board have every opportunity to increase their knowledge.

This expenditure is to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which our Club conducts its business. This expenditure is shown on the accounts as Directors Expenses.

The adoption of Ordinary Resolution No. 2 by members will confirm and set an upper limit on the amount to be expended and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended. Recommendation: That approval be given to table Ordinary Resolution No. 2 (b) at the 2022 Annual General Meeting to approve an amount not exceeding \$150,000 of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

3. THIRD ORDINARY RESOLUTION

Proposer: Trent Craigie

Badge No.: 84

Seconded: William Lottey

Badge No.: 145

That pursuant to the Registered Clubs Act 1976 as amended:

The members hereby authorise for the period preceding the next Annual General Meeting, payment of the following sums, as honoraria, for the positions named and for the net sums referred to below (exclusive of any statutory deductions) in respect of services rendered to the Club. The members further acknowledge that the honoraria are not available to the members generally but only those members who are elected to the Board of Directors of the Club:

Honoraria per annum

| | |
|-----------------|-------------|
| Chairman | \$20,000.00 |
| Deputy Chairman | \$15,000.00 |
| Treasurer | \$15,000.00 |
| Director | \$12,500.00 |

EXPLANATORY NOTES

Ordinary Resolution No. 3 is to have the members attending the Annual General Meeting approve the amount (specified next to each position) as honoraria for the positions named, in respect of services rendered to the Club.

The SJPBC Group continues to grow with net assets more than \$130 million and remains one of the state's leading community focused Club's. Traditionally, the honoraria provided by this Club Group to its Directors until recently has only increased by CPI each year. However, the workload of Directors in the past few years has increased due to changes in the business as well as amendments to Corporations Law as well as Liquor & Gaming legislation. This is also in addition to amendments to the Registered Club Act & the Registered Clubs Act Accountability Code.

The proposal to increase honoraria is in recognition of the changes to the Club's business as well as the changes to the responsibilities and liabilities the Directors are subject to.

The adoption of Ordinary Resolution No. 3 by members will confirm the amount to be paid to each of the Directors as honoraria and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended.

Recommendation: That approval be given to table Ordinary Resolution No. 3 at the 2022 Annual General Meeting to approve Honoraria for the Chairman, Deputy Chairman, Treasurer and Directors of the amounts as tabled above.

4. SPECIAL RESOLUTION

Moved: Geoffrey Lewsam

Badge No.: 153

Seconded: William Lottey

Badge No.: 145

During the past year, the Board appointed Constitution & By Laws Committee in conjunction with the Board of Directors & Senior Management has reviewed the current Constitution. This exercise has been conducted for the following reasons:

- To ensure the Club's Constitution is up to date and compliant.
- To reflect amendments to the Registered Clubs Act (1st December 2021), the Corporations Act (1st April 2022) & The Registered Clubs Code of Accountability.

Recommendation: That the Constitution of St Johns Park Bowling Club Limited be amended as presented.

On behalf of the Board of Directors



David Marsh

Group CEO SJPBC



St Johns Park
Bowling Club

2022 BIENNIAL ELECTION

*St Johns Park Bowling Club Limited has appointed Election Solutions
(Independent Returning Officer) to conduct the 2022 Biennial Election of the Board of Directors*

ELECTION NOTICE

FUTURE DIRECTOR INFORMATION SESSION

Members interested in obtaining further information regarding the responsibilities associated with becoming a Director are invited to attend St Johns Park Bowling Club information session at 6pm on Monday 19 September 2022. To pre-register please email lindaf@sjpbowling.com.au or call 9610 3666 by 12 noon on 19 September 2022.

DIRECTOR NOMINATIONS

Nominations for the following Board Positions will be accepted between 9.00am-5.00pm Friday 23 September to Thursday 29 September 2022.

- Chairman (1)
- Deputy Chairman (1)
- Treasurer (1)
- Ordinary Directors (6)

Eligible Members* can obtain a Candidate Nomination Pack from either the Future Director Information Session (19/09/22) or Reception of SJPCB between (23/09/22 to 29/09/22). Current Club Membership must be produced to receive a Candidate Nomination Pack.

LODGE MENT OF NOMINATION FORM

Nomination Forms must be lodged (in a sealed envelope to the St Johns Park Bowling Club Secretary – David Marsh) no later than 5.00pm Thursday 29 September 2022.

PLEASE NOTE: Withdrawal of submitted Nomination Form or any amendments to a Nomination Form is not permissible following close of nominations.

Nomination Forms must be signed by the Candidate* and a minimum of two (2) Nominators*; and include the following completed and signed documents:

1. Statutory Declaration (last page) of the Club's Code of Conduct for Directors; must also be certified by a Justice of Peace.
2. Candidate Profile Form inclusive of one (1) colour passport sized photograph.

PLEASE NOTE: Details supplied on Nomination Form will be displayed at both St Johns Park Bowling Club (SJPCB) and Tuncurry Beach Bowling Club (TBBC) during the Election period.

BALLOT DRAW

Should more than the required number of Nominations be received, a Ballot Draw will be conducted by Election Solutions to determine the order of Candidate Names on the Ballot Paper.

The Ballot Draw will take place at 10.00am Tuesday 4 October 2022 in the Foyer of SJPCB with a minimum of six (6) Members present. Candidates and/or their representatives are invited to witness the Ballot Draw.

VOTING

If an election is necessary, voting will be conducted at SJPCB and TBBC during the period Friday 21 October 2022 to Thursday 27 October 2022 as per the voting timetable.

Life, Full Playing and Club Members who are financial as at 5.00pm Friday 30 September 2022 are eligible to vote. Current Club Membership must be produced to receive a Ballot paper.

NB: The method of voting will be First Past the Post using numbers, members must adhere to instructions on the ballot paper supplied.

NB: Balmain Bowling Club (BBC) members and Wallacia Country Club (WCC) will be required to either attend the SJPCB and/or the TBBC to vote during the voting period.

* Eligible Candidates and/or Nominators must be Life or Financial Full Playing Members who "ordinarily reside within a radius of 150 kilometres from the Club's premises at St Johns Park"; and must have "at least three (3) years continuous membership of the Club as a Full Playing Member" (Refer to Club Constitution Rules 57 (c) & 58 (a)).



St Johns Park
Bowling Club



TUNCURRY BEACH
BOWLING CLUB



BALMAIN BOWLING CLUB
NSW'S OLDEST BOWLING CLUB
EST. 1880