

NOTICE OF ANNUAL MEETING AND ORDINARY RESOLUTION

Notice is hereby given of the Annual General Meeting of WINDANG BOWLS LTD to be held on SUNDAY 16TH SEPTEMBER 2018 commencing 10am in the Auditorium.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in its favour 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.
2. Each Special Resolution should be read in conjunction with the Notes to Members which follow the Special Resolution.
3. Only financial Full Bowling members, financial Associate members and Life members are eligible to vote on the Special Resolutions.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
5. Amendments to Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolutions) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the Special Resolutions to members.

FIRST SPECIAL RESOLUTION

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

That, with effect from and for the purposes of the Annual General Meeting to be held in 2018, the Constitution of Windang Bowls Club Limited be amended by

- (a) **inserting** the following definition into Rule 1:

*““**Previous Director**” shall mean any member who has held office as a director of the Club for at least one (1) continuous period of one (1) year.”*

- (b) **inserting** the following new Rule 62(g):

“(g) The following shall apply in respect of the positions of President and Vice President:

- (i) Only a current director shall be entitled to nominate for or be elected or appointed to either position of President or Vice President;*

- (ii) *If a current director does not nominate for election to the position of President or the position of Vice President, a Previous Director may be elected or appointed to anyone of those positions of President or Vice President as the case may be;*
 - (iii) *If a current director or Previous Director does not nominate for election to the position of President or the position of Vice President, any member who is eligible to nominate for or be elected or appointed to the Board may be elected or appointed to the position of President or the position of Vice President as the case may be.”*
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Notes to Members on First Special Resolution

1. The First Special Resolution proposes to insert a new eligibility requirement in respect of nominating for and being elected or appointed to the positions of President and Vice President
2. Currently, any member who is entitled to stand for election to the Board is entitled to stand for election as the President or as the Vice President.
3. The Board does not think this is in the best interests of the Club. The Board believes that it is best for a person to have an understanding of the Club's and Board's operations before the person is able to be elected as the President or as the Vice President.
4. If the First Special Resolution is passed, the following will apply in respect of the election of the President and the Vice President:
 - (a) only a current director will be entitled to nominate for or be elected or appointed to the positions of President and Vice President;
 - (b) if a current director does not nominate for election as the President or as the Vice President, a “former director” (which is defined as a person who has previously held office as a director of the Club for at least one (1) continuous year) may be elected or appointed as the President or as the Vice President;
 - (c) if a current director or a former director does not nominate for election as the President or as the Vice President, any member who is eligible for election to the Board may be elected or appointed as the President or as the Vice President.
5. The Board believes that the amendment will ensure that all candidates for election as the Club's President or Vice President have the requisite knowledge and understanding of the Club's operation and have experience as a director before becoming President or Vice President. However, the new provision also provides a fall-back position should a current or former director not wish to be elected or appointed to the Board.
6. The amendments in the First Special Resolution will take effect from and for the purposes of the Annual General Meeting to be held in 2018.

SECOND SPECIAL RESOLUTION

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

That with effect from and for the purposes of the Annual General Meeting to be held in 2019, the Constitution of Windang Bowls Club Limited be amended by:

- (c) **deleting** Rules 62(a) and (b), inserting the following new Rule 62(a) and **renumbering** the remaining provisions of Rule 62 accordingly:

“(a) The Board shall be elected triennially in accordance with Rules 64 and 65 and with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be held in 2019:

“Definitions

1. *In this Schedule -*

“general meeting” means a meeting of the members of the club at which members of the governing body are to be elected;

“triennial rule” means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

“year” means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*

- (2) *The groups -*

- (a) *shall be determined by drawing lots; and*
(b) *shall be as nearly as practicable equal in number; and*
(c) *shall be designated as group 1, group 2 and group 3.*

- (3) *Unless otherwise disqualified, the members of the governing body -*

- (a) *in group 1 shall hold office for 1 year; and*
(b) *in group 2 shall hold office for 2 years; and*
(c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the*

governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial rule

7. *If the triennial rule is revoked -*
 - (a) *at a general meeting - all the members of the governing body cease to hold office; or*
 - (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*

and an election shall be held at the meeting to elect the members of the governing body."

- (d) **deleting** from the existing Rules 63(a) (i) and (ii) (which will become Rule 63(a) (ii) and (iii)) the words "*the annual election*" and in lieu thereof **inserting** the words "*election to the Board*".
- (e) **inserting** the following new Rule 63(a)(i) and **renumbering** the remaining provisions of Rule 63(a) accordingly:
 - (i) *References to the election of the Board in Rules 63 to 65 inclusive refer to positions on the Board to be elected in any one year in accordance with the triennial rule referred to in Rule 62(a)."*
- (f) **deleting** from Rule 90(d) the words "*the Board*" and in lieu thereof **inserting** the words "*directors to the vacancies on the Board caused by the operation of the triennial rule.*"

Notes to Members on Second Special Resolution

1. The Second Special Resolution seeks to amend the procedure for electing the Club's Board.
2. Currently directors are elected annually. If the Second Special Resolution is passed, the directors will be elected in accordance with the triennial rule contained in Schedule 4 of the *Registered Clubs Act* (which is set out in the shaded box in the Second Special Resolution).
3. If the Second Special Resolution is passed, the triennial rule will take effect from the Annual General Meeting to be held in 2019 and the directors elected to office at the Annual General Meeting in 2019 will be the first directors elected under the triennial rule.
4. The triennial rule provides the three year terms of office for directors, with one third of the Board to be elected each year.
5. For this purpose, the directors are divided into three groups at the Annual General Meeting to be held in 2019. As the Board consists of seven (7) directors, there will be two (2) groups of two (2) directors and one (1) group of three (3) directors.
6. In each following year, a different group retires. Group 1 retires in the first following year (at the Annual General Meeting to be held in 2020), Group 2 retires in the second year (at the Annual General Meeting to be held in 2021), Group 3 retires in the third year (at the Annual General Meeting to be held in 2022), Group 1 retires in the fourth year, Group 2 retires in the fifth year and so on.
7. Directors whose term of office has come to an end are, subject to the Club's Constitution, eligible for re-election.

Election of President and Vice President

8. Members currently elect the President and Vice President.
9. If the Second Special Resolution is passed, members will continue to directly elect the President and Vice President.
10. This means that a person who is elected as President or as Vice President will hold that position for three (3) years.
11. The year in which the members will elect the President and Vice President will depend on the group into which the director is allocated. For example, if the President is allocated in Group 3, members will vote for the President in 2019 and thereafter every three (3) years from 2019.

Why does the Board recommend the triennial rule?

12. The laws relating to registered clubs are becoming far more complex.
13. The Club operates on the provisions of the *Corporations Act*, *Registered Clubs Act*, *Liquor Act*, *Gaming Machines Act*, their associated regulations and many other laws.

14. The Club also operates in a highly competitive environment and, with annual elections, it is not feasible to implement long term strategic plans (when it is possible for an entirely new Board to be elected each year).
 15. The triennial rule:
 - (a) Provides for greater stability and continuity on the Board;
 - (b) Provides for greater opportunities for the Board to prepare and implement strategic plans;
 - (c) Provides for greater opportunities for the directors to obtain valuable knowledge (from undertaking director training and attending educational programs and seminars) and then implementing that knowledge for the benefit of the Club;
 - (d) Reduces the likelihood of a group of members making wholesale changes to the Board.
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THIRD SPECIAL RESOLUTION

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

That with effect from and for the purposes of the Annual General Meeting to be held in 2018, the Constitution of Windang Bowls Club Limited be amended by **deleting** Rule 19 and **replacing** it with the following new Rule 19:


“Rule 19 Deleted”

Notes to Members on Third Special Resolution

1. Currently Rule 19 provides that the number of Full members of the Club shall not exceed 6,250. The *Registered Clubs Act* used to provide that a club could not have more than 6,250 members however this restriction has been removed from the Act. There is now no restriction on the number of members a club can have. The current rule 19 is unnecessarily restrictive and should be removed.

Dated: 30 / 07 / 2018

By direction of the Board



Joanne Thiele
Chief Executive Officer