

SHOALHAVEN HEADS BOWLING AND RECREATION CLUB LTD ABN 71 000 620 431

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting of the Shoalhaven Heads Bowling and Recreation Club Ltd ABN 71 000 620 431 ("Club") will be held in the Auditorium, at Shoalhaven Heads Bowling Club, 76 Shoalhaven Heads Road Shoalhaven Heads NSW 2535, on Sunday 12 October 2025 at 10:00am

Nominations for the election of Officers will open on Sunday 17th August 2025 from 10:00am and close on Saturday 6th September 2025 at 6:00pm.

The Ballot for the election of Officers will open on Saturday 4th October 2025 1:00pm and close on Friday 10th October 2025 at 6:00pm.

Voting is conducted on Club premises on:

Saturday 4th October 2025 1:00pm – 6:00pm

Sunday 5th October 2025 1:00pm – 6:00pm

Monday 6th October 2025 5:00pm – 6:00pm

Tuesday 7th October 2025 5:00pm – 6:00pm

Wednesday 8th October 2025 5:00pm – 6:00pm

Thursday 9th October 2025 5:00pm – 6:00pm

Friday 10th October 2025 5:00pm – 6:00pm – Close of Voting

The Agenda:

1. President to open the meeting, welcome all present and call for apologies recorded to be accepted.
2. A minute silence for members who have passed during this past year.
3. Adopt minutes of the previous Annual General Meeting, Sunday 13th October 2024 10:00am.
4. To receive and adopt the financial report required under section 295 of the Act, a copy of the Directors report required under section 298 of the Act and a copy of the Auditors report required under section 308 of the Act, for the year ended 30th June 2025.
5. Chairperson will declare all positions vacant and ask the electoral representative to announce the positions of:
 - (a) President
 - (b) Vice Presidents (2)
 - (c) Directors (4)
6. Motion to destroy ballot papers.
7. To note the appointment of Co-Patron.
8. To consider the proposed special resolutions:

- (a) Members to consider and, if thought fit, pass Resolution 1 (set out below) as a special resolution to amend the Constitution of the Club to update the Constitution to reflect recent changes the Registered Clubs Act and Corporations Act, and to make consequential, clarifying and formatting amendments to the Constitution.
 - (b) Members to consider and, if thought fit, pass Resolution 2 (set out below) as a special resolution to elect Mr Robert Ashby (Badge #3) to Life Membership of the Club.
9. To consider the proposed ordinary resolution:
- a. Members to consider and, if thought fit, pass Resolution 3 (set out below) as an ordinary resolution concerning directors' benefits.
10. Notices of Motion received.
11. Recommendations to the incoming Board.

NOTE 1: Members can view the Annual Report on the Club's website. Alternatively, members can access the Annual Report by asking at the Club's reception or by calling the Club and asking for a copy to be emailed to them.

NOTE 2: Members can view resumes of all nominees for election to the Board on the Club's website. Alternatively, members may obtain a copy by requesting one at the Club's reception or by contacting the Club to have a copy emailed.

NOTE 3: The amended Constitution of the Club, in mark-up form incorporating the proposed amendments for the purpose of Resolution 1, is available on the Club's website. Alternatively, members may obtain a copy by requesting one at the Club's reception or by contacting the Club to have a copy emailed to them.

NOTE 4: Members can view background information regarding Resolution 2, the proposed Life Member, Mr Robert Ashby (Badge #3), on the Club's website. Alternatively, members may obtain a copy by requesting one at the Club's reception or by contacting the Club to have a copy emailed.

QUESTIONS: The Club requests that any questions or matters members intend to ask or raise at the meeting be advised to the General Manager in writing at least seven (7) days prior to the meeting. This will allow for the Club to be able to properly answer such questions, or comment on matters raised, at the meeting.

RESOLUTION 1 – SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following special resolution:

“For the purposes of section 136 of the Corporations Act 2001 (Cth) and for all other purposes, the Shoalhaven Heads Bowling and Recreation Club Ltd ABN 71 000 620 431 (the “Company”) adopts the provisions of the constitution tabled at the meeting and signed for the purposes of identification by the Chairperson, as the constitution of the Company, in

substitution for the present constitution of the Company (as amended from time to time), which is repealed.”

EXPLANATORY NOTES TO MEMBERS ON SPECIAL RESOLUTION 1

1. The existing Constitution of the Club has been amended, and the amended version of the Constitution will be adopted as the new Constitution of the Club if Special Resolution 1 is passed.
2. The amended Constitution of the Club, in mark-up form incorporating all proposed amendments is available on the Club’s website, Alternatively, members may obtain a copy by requesting one at the Club’s reception or by contacting the Club to have a copied emailed to them.
3. Special Resolution 1 if passed will amongst other things:
 - a. update the Constitution including deletion of references to provisions of the Registered Clubs Act and Corporations Act which no longer exist and replacing or amending such rules to reflect current legislation including recent amendments made to the Registered Clubs Act and Corporations Act, including the removal of the 5-kilometre rule in relation to temporary members being able to access the Club premises and recognising electronic means as a valid form of communication;
 - b. update the Constitution by granting additional disciplinary powers to the Secretary, allowing for the Board to appoint a Disciplinary Committee, make clear the By-Laws making ability of the Board, make clear what occurs if a quorum is not achieved for a general meeting, rename Intra-Clubs as Sub-Clubs, create three (3) clear classes of Ordinary members, being Club, Social and Junior Sporting Members and adopt an improved structure and order for the document; and
 - c. update the Constitution generally to improve clarity, organisation and brevity (including grammatical and formatting changes).

Procedural Matters in relation to Special Resolution 1

1. To be passed, Special Resolution 1 require votes of not less than 75% of those eligible members present and voting on Special Resolution 1.
2. Only Life members and Ordinary members who have been financial Ordinary members of the Club for a period of at least two (2) years, shall be eligible to vote on this Special Resolution 1.
3. Employees of the Club are not eligible to vote on Special Resolution 1.

4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Special Resolution 1.
5. Please direct any questions or concerns about Special Resolution 1 in writing to Club's General Manager at least seven (7) before the Annual General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Club.
7. The Board of Directors of the Club recommends that members vote in favour of Special Resolution 1.

RESOLUTION 2 – SPECIAL RESOLUTION 2

To consider, and if thought fit, to pass the following special resolution:

“That Mr Robert Ashby (Badge #3) is elected to Life Membership of the Club”.

EXPLANATORY NOTES TO MEMBERS ON SPECIAL RESOLUTION 2

1. Rule 13 of the Constitution (to be Rule 31 if Special Resolution 1 is passed) of the Constitution outlines the process and conditions for granting Life Membership in the Club. Life Membership may be granted to eligible Ordinary Members in recognition of long and meritorious service or other reasons, following a written proposal by two eligible Ordinary Members and subsequent recommendation by the Board to an Annual or Special General Meeting, where it must be approved by a two-thirds majority of voting members. Subsection (ii) limits the total number of Life Members to ten at any given time. Subsection (iii) ensures that Life Members retain all rights and privileges associated with Ordinary Membership.
2. The Board of the Club received a nomination from two (2) eligible Ordinary Members of the Club that Mr Robert Ashby (Badge #3) be considered for Life Membership. The Board has resolved to recommend to members at this Annual General Meeting that Mr Ashby be considered for Life Membership, subject to the approval of Members at this meeting.

Procedural Matters in relation to Special Resolution 2

1. To be passed, Special Resolution 2 require votes of not less than two-thirds majority of those eligible members present and voting on Special Resolution 2.
2. Only Life members and Ordinary members who have been financial Ordinary members of the Club for a period of at least two (2) years, shall be eligible to vote on this Special Resolution 2.
3. Employees of the Club are not eligible to vote on Special Resolution 2.

4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Special Resolution 2.
5. Please direct any question or concerns about Special Resolution 2 in writing to Club's General Manager at least seven (7) before the Annual General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Club.
7. The Board of Directors of the Club recommends that members vote in favour of Special Resolution 2.

RESOLUTION 3 – ORDINARY RESOLUTION

1. That pursuant to the Registered Clubs Act, the members hereby approve and agree to the members of the Board during the period preceding the next Annual General Meeting receiving the following benefits and the members further acknowledge that the benefits outlined in sub-paragraph (a) to (j) are not available to members generally but only those members selected to the Board:
 - a. a reasonable meal and refreshments to be associated with each Board meeting of the Club;
 - b. the right for Directors to incur reasonable expenses in travelling to and from Director's meetings or to other constituted meetings as approve by the Board meeting of the Club;
 - c. other constituted meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - d. the Reasonable cost of Directors attending the Clubs NSW Annual Conference and General Meeting;
 - e. the Reasonable cost of Directors attending seminar, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 - f. the Reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and their method of operation provided such attendance are approved by the Board as being necessary for the benefit of the Club;
 - g. the provision of blazers and associated apparel for the use of the Directors when representing the Club;

- h. the provision of car parking spaces adjacent to the Clubhouse for the President and members of the Board;
- i. a Christmas Dinner involving the provision of meals and drinks for members of the Board and their partners; and
- j. a Dinner involving the provision of meals and drinks for the benefit of members of the Board and their partners towards the conclusion of the month preceding the Annual General Meetings.

2. That pursuant to the Registered Clubs Act, the members hereby approve and agree to the following honoraria being provided to the Members of the Board of Directors for the period preceding 2025 Annual General Meeting as follows:

President	Honoraria	\$3,858+ CPI (3.5%) = \$3,993
Vice Presidents	Honoraria	\$2,968+ CPI (3.5%) = \$3,072
Directors	Honoraria	\$1,839 + CPI (3.5%) = \$1,903

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 3

This Ordinary Resolution reflects the requirements of the Registered Club Act wherein the benefits received by Directors must be submitted for approval at the Annual General Meeting each year. The Benefits sought above are those currently enjoyed and do not represent any increased cost to the Club (apart from annual CPI increases to Honoraria, as approved by members at 2018 AGM).

Procedural Matters in relation to Resolution 3

1. To be passed, Resolution 3 requires votes of not less than 50%+1 of those eligible members present and voting on Resolution 3.
2. Only Life members Ordinary members who have been financial Ordinary members of the Club for a period of at least 2 years shall be eligible to vote on this resolution.
3. Employees of the Club are not eligible to vote on Resolution 3.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 3.
5. Please direct any question or concerns about Resolution 3 in writing to Club’s General Manager at least seven (7) before the Annual General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Club.
7. The Board of Directors of the Club recommends that members vote in favour of Resolution 3.

By Order of the Board of Directors

Doug McCallum

General Manager

Shoalhaven Heads Bowling & Recreation Club Ltd

Date: 17/9/25