



7. **deleting** the last sentence from Rule 34.2 and **inserting** the following sentence to replace it "The person so appointed shall hold office in accordance with the triennial rule set out in Rule 26.2"
8. **deleting** Rule 35.9(c) and in lieu thereof **inserting** the following new Rule 35 9(c):
"(c) to declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 26.2."

Notes to Members on the Special Resolution

1. The Special Resolution proposes to amend the provisions of the Constitution relating to the make-up of the Board and the election of directors.
2. Item (a) will amend rule 26.1 to remove one of the 2 positions of Deputy Chairperson add one position of ordinary director so that instead of the Board consisting of a Chairperson, 2 Deputy Chairpersons, a Treasurer and 5 ordinary directors, the Board will consist of a Chairperson, a Deputy Chairperson, a Treasurer and six (6) ordinary directors. The Board will continue to consist of 9 directors. This change if it is approved by members will come into effect for the next election of the Board to be held in 2022 and therefore the current makeup with the 2 Deputy Chairperson positions will remain until then.

Introduction of Triennial Rule

3. Items (b) to (e) will amend the Constitution to introduce the Triennial Rule for the election of the Board of directors of the Club.
4. At present, directors are elected annually.
5. If the Special Resolution is passed, 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 Special Resolution).
6. If the Special Resolution is passed, the Triennial Rule will take effect from the Annual General Meeting in 2022 and the directors elected to office at the Annual General Meeting in 2022 will be the first directors elected under the Triennial Rule.
7. If the Special Resolution is not passed, the Board will continue to be elected annually and the current one (1) year term for directors will continue to apply.
8. The Triennial Rule provides for three (3) year terms of office for directors, with one third of the Board to be elected each year.
9. For this purpose, the directors are divided into three (3) groups. Each group has to be as nearly as practicable equal in number. As the Board consists of nine (9) directors when the triennial rule is adopted, there will be three (3) groups of three (3) directors.
10. In each year, a different group retires. Group 1 retires in the first year, Group 2 retires in the second year, Group 3 retires in the third year, and Group 1 retires in the fourth year, Group 2 in the fifth year and so on.
11. In the first year of the triennial rule's operation, member will elect persons to the positions of Chairperson, Deputy Chairperson, Treasurer, and ordinary director in the usual way. Those elected directors then draw lots to work out which group a director falls into. Those directors allotted to Group 1 will only hold office for one year. Directors allotted to Group 2 will only hold office for two years. Directors allotted to Group 3 will be the only directors who, in the first year, are elected to office for three years.
12. By way of example if the Chairperson is drawn into Group 2 then he/she shall hold office for 2 years and then the position of Chairperson will be up for re-election. The person elected to the office of Chairperson will be elected to that position for a 3-year term.
13. By way of another example if the person elected as Treasurer is drawn into group 1 then he/she shall hold that position for 1 year and then the position of Treasurer will be up for re-election and the person elected to the position of Treasurer will be elected for a 3- year term
14. Directors whose term of office has come to an end are, subject to the Constitution, eligible for re-election for a further three-year term.

Why does the Board recommend the introduction of the Triennial Rule?

15. The Registered Clubs Act has been amended to allow the Government to make a regulation at any time to direct that all clubs follow the Triennial rule. At this stage the government has not made such a regulation however it is clearly the preferred model for Club Board elections as far as the Government is concerned particularly as against the annual election system.
16. The laws relating to registered clubs are becoming far more complex. The Club operates under the provisions of the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, and their associated regulations as well as many other laws. It is becoming increasingly difficult for a director to acquire the requisite knowledge without guidance from more experienced directors and from educational programs.
17. The Triennial Rule provides for continuity and greater stability on the Board while still allowing for a third of the Board to change each year.
18. The Triennial Rule also provides the opportunity to pass valuable knowledge between directors.

FORMAT FOR VOTING

West Dubbo Bowling Club Limited – Board of Management and West Dubbo Men's Bowling Club – Management Committee

9. **Voting** will commence Thursday 18 November 2021.
10. Ballot papers will be available from the Returning Officer or Assistant Returning Officers at the Club between the Hours of 4.30pm and 6.30pm daily, and after Bowls on competition days.
11. A Receptacle will be provided for the casting of votes, whereupon immediately following casting of the vote the ballot paper is to be placed in the locked Ballot Box.
12. Ballot papers are not to be taken from the Club premises.
13. **Voting** will close 6.30pm Sunday 28 November 2021.

Dated: 30th September 2021 By direction of the Board
Tim Farrell
Chief Executive Officer

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of **WEST DUBBO BOWLING CLUB LIMITED** ABN 39 001 030 584 which is to be held on **Monday 29 November 2021** commencing at the hour of **6.30pm** at the premises of the Club, Whylandra Street, West Dubbo, New South Wales.

Business of the meeting

1. Apologies;
2. To confirm the minutes of the previous Annual General Meeting held in 2020;
3. To receive and consider the reports of the Board;
4. To receive and consider the Financial Report, the Directors' Report, and the Auditor's Report on the Directors' Report; (Copies are available on the Club's website: www.clubdubbo.com.au or on request from the office)
5. To receive the Returning Officer's Report on the ballot for the election of the Board of Directors of the Club;
6. To consider and if thought fit pass the 5 Ordinary Resolutions set out in this Notice relating to Directors honoraria, Directors expenses and Life Membership nomination.
7. To consider and if thought fit pass the Special Resolution proposing amendments to the Club's Constitution regarding the introduction of the Triennial Rule;
8. To deal with any other business of which due notice has been given.

Questions for the Annual General Meeting

Members who wish to ask questions at the Annual General Meeting are requested to submit their questions in writing to the Chief Executive Officer no later than 5pm on Sunday 14 November 2021. If questions are not submitted in this manner, the Club may not be able to provide an answer at the Annual General Meeting.

WEST DUBBO MEN'S BOWLING CLUB

The Annual General Meeting of the West Dubbo Men's Bowling Club will be held at the Clubhouse immediately following the conclusion of the Annual General Meeting of the West Dubbo Bowling Club Limited on Monday 29th November.

The Business of the Meeting will be as follows:

1. To confirm the minutes of previous Annual General Meeting.
2. To receive and consider the reports of the Committee.
3. To receive Returning Officers Report on the Ballot for Election of Officers.
4. To deal with any business of which due notice has been given.

FIRST ORDINARY RESOLUTION – Honorariums to Directors

That pursuant to section 10 (6) (b) of the Registered Clubs Act members hereby approve the payment of the following honorariums for the period up until the next Annual General meeting:

Chairman:	\$6,000.00	Treasurer:	\$7,000.00		
West Dubbo Men's Bowling Club: President:	\$6,000.00				
West Dubbo Women's Bowling Club President:	\$1,800.00,	Secretary:	\$1,700.00,	Match Committee Chairperson:	\$900.00.

Notes to Members – First Ordinary Resolution

1. The First Ordinary Resolution if passed will approve honorariums to Directors, Committee of the West Dubbo Women's Bowling Club and Committee of the West Dubbo Men's Bowling Club.

SECOND ORDINARY RESOLUTION – Directors expenses

"(a) That the members hereby approve and agree to reasonable expenditure over the following 12 months for the following expenses subject to approval by the Board of Directors:

- (i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
- (ii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by ClubsNSW, the Club Managers Association and such other conferences and trade shows as determined by the Board from time to time.
- (iii) The reasonable cost of directors attending any club, community, or charity function as the representatives of the Club and authorised by the Board to do so.

- (iv) The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.
 - (v) The reasonable cost of a meal and beverage for each director before and after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
 - (vi) The reasonable cost of supplying each Director with a club uniform.
 - (vii) The reasonable cost of an annual appreciation Dinner being a meal and beverage for each Director and their Partner.
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club.”

Notes to Members – Second Ordinary Resolution

The Second Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for directors to attend 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 and for other out of pocket expenses. Included in the Second Ordinary Resolution is the cost of directors attending functions as representatives of the Club and the reasonable cost of supplying each Director with a uniform.

THIRD ORDINARY RESOLUTION – Life Membership Nomination

We the undersigned hereby nominate **Rodney Firth** for Life Membership of the West Dubbo Bowling Club Limited.
Proposer – Allan Johnston Seconder – G. Morrison
The above resolution complies with the current Constitution of the West Dubbo Bowling Club Limited.

FOURTH ORDINARY RESOLUTION – Club Service Award Nomination

We the undersigned hereby nominate **June Usher** for a Club Service Award from the West Dubbo Bowling Club Limited.
Proposer – G. Morrison Seconder – R. Gilholme

FIFTH ORDINARY RESOLUTION

We the undersigned propose the following resolution:
That within a timeframe of up to twelve months, the West Dubbo Men’s Bowling Club and West Dubbo Women’s Bowling Club cease to be separate identities, and processes be put in place for the formation of a single combined West Dubbo Bowling Club Committee.
Proposer – R. Gilholme – President West Dubbo Women’s Bowling Club
Seconder – G. Morrison – President West Dubbo Men’s Bowling Club

Procedural Matters

1. To be passed the first and second Ordinary Resolutions must receive votes from not less than a simple majority of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. To be passed the third, fourth and fifth Ordinary Resolutions must receive votes from not less than two-thirds majority of the members present who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
3. Under the Registered Clubs Act members who are employees of the Club are not entitled to vote. Proxy voting is prohibited by the Registered Clubs Act.
4. Amendments (other than minor corrections which do not change the substance or effect of the Ordinary Resolution) will not be permitted from the floor of the meeting.
5. The Board of the Club recommends each of the Ordinary Resolutions.

SPECIAL RESOLUTION

PROCEDURAL MATTERS

6. 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.
7. The Special Resolution should be read in conjunction with the notes to members which follow the Special Resolution.
8. Only Life members and financial Bowling members are eligible to vote on the Special Resolution.
9. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
10. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
11. The Board of the Club recommends the Special Resolution to members.

[The 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 of the Club to be held in 2022 and all Annual General Meetings thereafter until otherwise amended, the Constitution of West Dubbo Bowling Club Limited be amended by: (a) **adding** the following to the end of existing Rule 26.1:

“1 provided that as and from the Annual General Meeting held in 2022 and for the purpose of the election held before that AGM but subject to Rules 29.7 and 34.2, the Board shall consist of nine (9) directors who shall comprise a Chairperson, a Deputy Chairperson, a Treasurer and six (6) ordinary directors.”

2. **deleting** Rule 29.3 and **replacing** it with the following new rule 29.3:

“29.3 The Chairperson shall be entitled to take the chair at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act, then the Deputy Chairperson shall take the chair of the meeting. If the Chairperson and the Deputy Chairperson are absent or unwilling or unable to act, then the directors present shall elect one of their number to take the chair for that meeting.”

3. **deleting** Rule 35.15 and **replacing** it with the following new Rule 35.15:

“35.15 The Chairperson shall be entitled to take the chair at every general meeting. If the Chairperson is not present or is unwilling or unable to act, then the Deputy Chairperson shall preside as chairperson of the meeting. If the

Chairperson and the Deputy Chairperson are absent or unwilling or unable to act, then the members of the Board present shall elect a member of the Board to preside as chairperson of the meeting. In the event of no director being present at the meeting the members present and entitled to vote shall elect a chairman of the meeting.”

4. **deleting** Rule 26.2 and **inserting** the following new Rule 26.2:

“26.2 The Board shall be elected triennially in accordance with Rule 27 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2022.

SCHEDULE 4

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.”

5. **deleting** Rule 26.3 and **inserting** the following new Rule 26.3:

“26.3 All directors shall retire from office in accordance with the triennial rule and, subject to this Constitution and the Registered Clubs Act, shall be eligible for re-election.”

6. **inserting** at the beginning of Rule 27.1 the words “References to the election of the Board in this Rule 27 refer to positions on the Board to be elected in any one (1) year in accordance with the triennial rule set out in Rule 26.2.”