

MERIMBULA-IMLAY BOWLING CLUB LIMITED
ABN 89 001 064 008

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **MERIMBULA-IMLAY BOWLING CLUB LIMITED** will be held in the Clubhouse 119 Main Street, Merimbula, New South Wales on **23 November 2025** commencing at 10.30am.

BUSINESS

1. To confirm the minutes of the last General Meeting held on Monday 21 October 2024 and the Annual General Meeting held on Sunday 17 November 2024.
2. To receive and consider the Financial Reports for the financial year ended 30 June 2025.
3. To receive and consider the Directors' Report for the financial year ended 30 June 2025.
4. To receive and consider the Auditor's Report on the financial report for the financial year ended 30 June 2025.
5. To receive and consider other reports included in the Annual Report.
6. To declare the results of the ballot for the election of positions on the Board – see note below.
7. To consider and if thought fit pass the Special Resolution to amend the Club's Constitution.
8. To consider and if thought fit pass the First Ordinary Resolution contained in this Notice in relation to the costs of Directors benefits.
9. To consider and if thought fit pass the Second Ordinary Resolution contained in this Notice in relation to the costs of the education of Directors.
10. To consider and if thought fit pass the Third Ordinary Resolution contained in this Notice approving honorariums for Directors and other members as set out in Schedule A to this Notice of Meeting.
11. General business.

Dated 17 September 2025

By direction of the Board



D C Foley
Chief Executive Officer

THE RESOLUTIONS AND NOTES ON EACH RESOLUTION ARE CONTAINED IN THE FOLLOWING PAGES OF THIS NOTICE

Important Notice regarding election of directors

The Board of Directors are elected under the triennial rule as set out in the Registered Clubs Act. Under that rule, the Board is divided into 3 groups and a different group is elected each year to serve a 3 year term.

This year, the election will be for the group 1 positions. This group consists of 2 of the 7 directors. Accordingly, 2 directors are to be elected this year for 3 years.

Important Notice regarding Questions for the Annual General Meeting

Members who have any questions regarding the reports or any other matter they wish raised at the Annual General Meeting should submit the question to the Chief Executive Officer in writing at least seven days before the date of the Annual General Meeting. This is to allow the Club time to prepare any information which may be required to respond to the question. If you do not do this, it may not be possible to answer your question at the meeting.

Important Notice in relation to Annual Reports

Members who previously requested to receive annual reports will receive them in the manner that they have elected to receive them. Members who have not elected to receive annual reports can access the annual report on the Club's website <https://clubsapphire.au/> or by requesting a copy of the report from the office.

Notes on Resolutions and Voting at the Annual General Meeting

1. Below are 3 Ordinary Resolutions and 1 Special Resolution which will be considered at the Annual General Meeting.
2. Life Members and Financial Bowling Members are eligible to vote on all resolutions.
3. Financial Social Members are eligible to vote on the Third Ordinary Resolution but not the other Resolutions.
4. An Ordinary Resolution is passed if at least a majority (ie. 50% plus 1) of the votes cast on the resolution by members eligible to vote are cast in favour of the resolution.
5. A Special Resolution is passed if at least 75% of the votes cast on the resolution by members eligible to vote are cast in favour of the resolution.
6. Under the Registered Clubs Act:
 - (a) proxy voting is prohibited; and
 - (b) employees cannot vote.
7. Notes on the resolutions follow each Resolution.
8. The Board recommends each Resolution to members

SPECIAL RESOLUTION

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

That the Constitution of Merimbula Imlay Bowling Club Limited be amended by:

- (a) **inserting** the following new Rule 3.4:

“A reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form.”

- (b) **inserting** the following new Rule 9.7:

Notwithstanding any other provision of this Constitution, and having regard to the objects of the Liquor Act and the Gaming Machines Act, the Anti Money Laundering Counter Terrorism Funding Act, Board has power to

- (a) *implement house policies in connection with those laws;*
- (b) *include in those policies measures to assist in the objects and enforcement of those laws;*
- (c) *take steps to enforce those policies; and*
- (d) *without limiting the generality of Rule 9.7(c), include in those policies provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary’s delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 20 shall not apply to any such decision.”*

- (c) **inserting** the following words at the end of Rule 12.1:

“provided that if the applicant has made an electronic/online application for membership, the applicant cannot be admitted to Provisional membership unless and until the person provides to the Club the forms of identification as required by Rule 15 to verify their identity.”

- (d) **deleting** from Rule 14.1(a) the words *“prescribed by the Registered Clubs Act or such other greater distance as may”*

- (e) **inserting** Rule 15.4(c) after the words *“the email address”* the words *“and the telephone number”*

- (f) **inserting** the following new Rule 16.10:

“If a subscription is not charged for a membership, the member must renew their membership by the due date set for that renewal as determined by the Board. If a member does not renew their membership by the due date, the member shall cease to be a member of the Club and be removed from membership of the Club and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such cessation of and removal from membership.”

- (g) **deleting** Rules 24.1 and 24.2 in its place **inserting** the following:

“24.1 A member may resign from membership of the Club by written notice delivered to the Club or by returning their membership card to the Club and such resignation will take effect from the date the written resignation or membership card is received by the Club

24.2 A resignation pursuant to Rule 24.1 shall take effect from the date on which the notices or card is received by the Club”.

Notes to Members on Special Resolution

1. The Special Resolution proposes a number of amendments to the Club’s Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act, to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraph (a)** clarifies that a reference to notification in writing to members includes electronic notification.
3. **Paragraph (b)** 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.
4. **Paragraph (c)** updates the Constitution in relation to applications for membership lodged electronically, to confirm the identification necessary to become a Provisional member.
5. **Paragraph (d)** 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.
6. **Paragraph (e)** provides that applicants for membership provide their phone number on the application form.
7. **Paragraph (f)** updates the process for members to renew their membership if a subscription is not charged.
8. **Paragraph (g)** updates the rules in relation to resignations of membership.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following expenses of the Board of Directors, subject to specific amounts being authorised by the Board of Directors of the Club:
 - (i) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such duties, including entertainment of special guests of the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure;

- (ii) Reasonable expenditure on food and beverages incurred by Directors in entertaining members and guests of the Club in the course of their duties as Directors;
 - (iii) Reasonable expenditure on food and beverages for Directors and partners for two dinners per year, and other functions where appropriate, and required to represent the Club;
 - (iv) Reasonable costs of a meal and beverage for Directors immediately before, during or after a Board or Committee meeting or Club related meeting where the meeting corresponds to a normal meal time;
 - (v) Reasonable costs of providing each Director items of clothing to be worn at official functions and on occasions when Directors are required to represent the Club.
- (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.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve reasonable expenditure by the Club for the professional development and education of the Board of Directors until the next Annual General Meeting of the Club, subject to specific amounts being authorised by the Board of Directors of the Club, being:
 - (i) The reasonable costs of Directors attending the Clubs NSW Annual General Meeting and meetings of other Associations of which the Club is a member;
 - (ii) The reasonable costs of Directors attending seminars, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board;
 - (iii) The reasonable cost of Directors attending other registered clubs or similar types of business for the purpose of observing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club;
 - (iv) Attendance at functions with partners held in association with the activities in subparagraphs (i) (ii) and (iii) of this Resolution where appropriate and required to represent the Club including the reasonable cost of accommodation for Directors and their partners.
- (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 and those members directly involved in the above activities.

THIRD ORDINARY RESOLUTION

That the members hereby approve the payment of honorariums to Directors and other members of the Club for the amounts set out in the column entitled "Proposed" in Schedule A attached to this Notice of Meeting for the 12 months prior to the 2025 Annual General Meeting.

**NOTES TO MEMBERS IN RELATION TO ORDINARY RESOLUTIONS RELATING TO
BENEFITS TO DIRECTORS AND OTHER MEMBERS
(including those in Schedule A)**

1. The First Ordinary Resolution, if passed, will authorise the Club paying for reasonable expenses incurred by Directors including the provision of meals and refreshments and various other expenses as set out in the resolution.
 2. The Second Ordinary Resolution, if passed, will authorise the Club paying for various expenses for directors to attend meetings of ClubsNSW and associations of which the Club is a member, seminars and trade shows, functions to represent the Club and other expenses as set out in the resolution.
 3. The Third Ordinary Resolution, if passed, will authorise the payment of an honorarium to Directors and other members in Schedule A.
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SCHEDULE A

	Approved 2020	Approved 2021	Approved 2022	Approved 2023	Approved 2024	Proposed 2025
BOARD OF DIRECTORS:						
Chairman	\$10,000	\$10,000	\$11,500	\$11,500	\$11,500	\$11,500
Treasurer	\$6,000	\$6,000	\$7,000	\$7,000	\$7,000	\$7,000
Deputy Chair	\$4,000	\$4,000	\$7,000	\$7,000	\$7,000	\$7,000
Other Directors	\$4,000	\$4,000	\$5,000	\$5,000	\$5,000	\$5,000
MERIMBULA DOLPHINS BOWLING CLUB						
President					\$500	\$500
Secretary					\$500	\$500
Treasurer					\$500	\$0
MIWBC:						
President	\$800	\$900	\$900	\$900	N/A	
Secretary	\$600	\$900	\$900	\$900	N/A	
Treasurer	\$350	\$500	\$500	\$500	N/A	
Publicity Officer	\$100	\$150	\$150	\$150	N/A	
Almoner	\$35	\$50	\$0	\$0	N/A	
Chair Match Committee	\$350	\$500	\$500	\$500	N/A	
Chair Social Committee	\$170	\$250	\$250	\$250	N/A	

