

Minutes of 114th Annual General Meeting

Sunday 13th November, 2016

1. Attendance

Attendees – Bowling members

Ann Dooley, John Dansie, James Broughton, Janine Mountain, Peter Read, Ian Rodger, Ros Eldershaw, John Eldershaw, Judith Legras, Ian Hart, Ted Pratten, Greg Cutler, Graham Walton, David Harvey, Boyd Higgins, Libby Moline, Margaret Mills, Pat Mills, Martin Fitzgerald, Russell Tuckwell.

A quorum has been established.

Attendees – Social Members

Tony Winton, Joan Read

In Attendance – Alex Sangkuhl (Secretary Manager), Susan Wilson (taking minutes)

2. Apologies

Allan Mann, Peter Alderson, David Greenburg, Lloyd Marsh, John Ruhfus, Graham Johnson, Mick Crosbie, Paul Meldrum (the Auditor).

3. Minutes of previous AGM

Ann Dooley (The Chairman) welcomes everybody to the meeting and confirms that everyone has read the last meeting's minutes.

4. Business arising from the minutes

The Chairman calls for business from the minutes?

John Dansie asks about future plans for the club?

Ann asks Alex Sangkuhl to respond – Alex informs the meeting that the Board is working towards a masterplan for the future and is currently consulting with Architects, Town Planners & the council to determine the best path forward.

There is no further business arising.

The Chairman asks for the minutes to be accepted

Proposed: John Dansie

Seconded: Tony Winton

There are no objections and the minutes are accepted.

5. Receipt and acceptance of the Balance Sheet, Profit & loss, Chairman's & Treasurer's reports

In the absence of a Treasurer, the Chairman asks the Secretary Manager to present the financial report.

The Secretary Manager presents the Financial Report to the members and asks for any questions?

Boyd Higgins asks why the liabilities are so high, \$260,000

The Secretary replied that this was the unsecured note issued in 2014 to renovate the function bar we are sitting in today.

Libby Moline asks about delivery of the Annual Report?

The Secretary replies by explaining that the Annual Report was posted to members who had elected to receive reports by post on their application and/or renewal forms, it was emailed to all of those who elected to receive reports via email, it was posted on the website and copies were made available on the member information desk as of Friday 21st October.

With no further questions, the Chairman asks for the Balance Sheet, Profit & loss, Chairman's & Treasurer's reports to be accepted?

Proposed: Peter Read

Seconded: Libby Moline

With no objection, the Balance Sheet, Profit & loss, Chairman's & Treasurer's reports are accepted.

6. To receive and consider the following motion proposed by the Board and received by the Secretary Manager on 29th September 2016:

Background and purpose: As of 1st January 2017, the Registered Clubs Act restricts the size of all club Boards to a maximum of nine (9) directors. As a small club the Board believes the members will be better served by a smaller Board of seven (7) directors. The Board believes the inconsistent treatment and rights of directors, by having two (2) classes of directors, being Full Bowling and Social, is inconsistent with the Club's constitution. The Board therefore proposes to eliminate the

requirement to appoint up to two (2) Social Directors. This will in no way restrict any

Social Member, having served the required qualification period for election to the

Board, from upgrading to full membership status and being eligible for nomination

for the Board at that time. As such the Board asks the members to vote on the

following resolution:

That the Members present consider, and if they see fit, pass a resolution by

means of a special majority of 75% of members to amend the Constitution and

Articles of Association by:

Remove Section 21 (a) iii which reads:

21 (a) Only the following members shall be entitled to vote at any General Meetings of the Club:

iii. Social Members but only in relation to the business of electing a Social Member as a Social Director of the Club

Replace Section 28 which reads:

28. The Board shall consist of nine (9) Directors two of whom shall be Social Members and which shall comprise a Chairperson and eight (8) other Directors. The current presidents of the Men's and Women's clubs shall be ex officio directors.

With:

28. The Board shall consist of seven (7) Directors which shall comprise a Chairman and six (6) other Directors. The current presidents of the Men's and Women's clubs shall be ex officio directors.

Remove Section 30 (b) which reads:

30 (b) Social Members shall be entitled to be nominated, elected or appointed to fill two (2) positions on the Board provided that they have been a financial member of the club for three (3) consecutive years at the time of such nomination.

Remove Section 32 (a) which reads:

32(a) Nominations for election of a Social Member as a Director shall be made in writing and signed by two (2) Bowling Members and or Life Members and or Social Members and by the nominee who shall signify his or her consent to the nomination and who shall certify that he or she is not a key official or former key official, as those expressions are defined in the Registered Clubs Act or, if applicable, that he or she is a key official or former key official as so defined who has been granted exemption under the Registered Clubs Act to be nominated and elected as a Director of the Club.

The Chairman asks if any members would like to speak to the motion.

Tony Winton is concerned that the club is not protected from other clubs taking over if they get on the board.

The Chairman replies that by passing this vote it will protect us better from this happening.

David Harvey asks why consider this resolution now?

The Secretary Manager replies that at a time when the club is looking to make significant investments in securing its future, it is important to have a board made up of key stakeholders, i.e. bowling members. Recent changes to the Registered Clubs Act now limit the size of club boards to nine directors, it seems odd that a small club such as ours should have the same size board as a large club such as Penrith Panthers. Most importantly, current legislation allows the Board to appoint up to 2 directors for a period of up to 2 years if required to undertake a task requiring specialised skills. With a Board of seven, we are able to appoint up to two additional directors which may be particularly useful if we require specialized skills such as legal or accounting as we are furthering our future planning and negotiating with various stakeholder groups.

The Chairman asks for a show of hands of those in agreement with the motion.

18 members present agree to the motion.

2 members present abstain from voting

0 members present object to the motion

The motion is carried by special majority.

7. To deal with any other business of which due notice has been given.

Jim Broughton is critical of the Chairman for not producing monthly transcripts of board meetings for members as he did whilst Chairman. The Chairman replies that as how she Chairs the Board is her prerogative and as there have been vacant positions on the Board for the last two terms, any member who is critical of the Board has had the chance to join it and have their say.

John Dansie complains that the grass clipping wall has not yet been fixed & looks ugly. The Chairman will look into the status of this. Martin Fitzgerald mentions the dilapidated state of John's faux brick wall at the eastern end of green no. 1

8. To declare the results of the election of the Chairman and up to eight (8) other Directors for the ensuing year, and if necessary, elect further directors.

The Secretary Manager asks the board members to retire. The Secretary Manager informs the meeting that as the change to the structure of the Board was passed previously by special majority, the two social director positions are now no longer required.

The Chairman, Ann Dooley is re-elected unopposed.

The Directors for 2017 are:

- Graham Johnson
- Judy LeGras
- Graham Walton
- One position is vacant

The ex-officio Directors are:

- Janine Mountain
- Greg Cutler

Peter Read offers to fill the vacant Director position and stand as Treasurer. The Board agrees to this appointment unanimously. Peter offers to take charge of Board communication with members and will prepare the Board reports to members as he did under Jim Broughton's Chairmanship.

With no further business the Chairman closes the meeting at 10:50