



www.redheadbc.com



42a Cowlshaw St Redhead



info@clubredhead.com.au



91 505 907 215

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Redhead Bowling Club Co-op Ltd ('the Club') will be held on **Sunday 12th October 2025 commencing at 10.00am** in the Club's premises at 42a Cowlshaw Street, Redhead NSW 2290. The Business of the Annual General Meeting will be as follows:

1. Apologies.
2. To confirm the Minutes of the previous Annual General Meeting.
3. To receive from the Board, Auditors or any officers of the Club, reports upon the transactions of the Club for the financial year ended 30 June 2025 in accordance with the Co-operatives (Adoption of National Law) Act 2012 including the financial report, directors' report and auditor's report.
4. To consider and if thought fit, pass the ordinary resolutions contained in the accompanying 'Notice of Ordinary Resolutions'.
5. To consider and if thought fit, pass the special resolutions contained in the accompanying 'Notice of Special Resolutions'.
6. To declare the election of Directors in accordance with the Club's Rules.
7. To elect Auditors (if required).
8. To elect Patron(s).
9. To deal with any business of which the Meeting may approve and of which due notice has not been given.

Notes: The Registered Clubs Act 1976 prohibits proxy voting at any General Meeting (including the Annual General Meeting) and at any election of the Board of Directors. Please submit any questions relating to the Club's accounts to the Secretary Manager not less than seven days before the Meeting to allow time for the Club and the Club's Auditor to give a suitably researched response.

As permitted under the Co-operatives National Law the Club has opted to distribute its Annual Reports (in concise report form) by making them available electronically unless you request that a hard (printed) copy be sent to you. The Annual Report (in concise report form) will be available for members to access and download from the Club's website at <https://clubredhead.au/>. You may elect to receive, free of charge, a hard copy of the Annual Report (in concise report or 'full' report form) by contacting the Club's office (either in person or telephone 4942 6022). The Annual Report will also be available for inspection at the Club's office.

By order of the Board of Directors
Kurt Forester, General Manager
9th September 2025

ELECTION OF DIRECTORS

Nominations for the positions of one **Assistant Secretary** and one **Ordinary Director** on the Club's Board of Directors opened on Tuesday 26th August 2025 at 11:00am and closed on Friday 5th September 2025 at 5:00pm. Both of these positions are contested and a ballot will be required. The Directors elected to the Board at the 2025 Annual General Meeting will (subject to the Club's Rules) hold office until the conclusion of the 2028 Annual General Meeting.

Voting in the ballot will take place in the Club's premises on the following days and times:

Thursday 25th September – 3:30pm to 6:30pm

Friday 26th September – 3:30pm to 6:30pm

Saturday 27th September – 1:00pm to 4:00pm

Sunday 28th September – 1:00pm to 4:00pm

Any member who is unable to attend the Club's premises during these voting times may apply in writing to the 'Returning Officer' (care of the Club's office) for a postal ballot paper. Please note there is a special resolution in the business agenda of the Annual General Meeting to delete this option for members to request and return a postal ballot paper.

Life Members, active Bowling Members, active Social Bowling Members and active Social Members are entitled to vote at the election of the Board. Under the Club's Rules an active member is a Bowling Member, Social Bowling Member, Social Member or Junior Bowling Member who has paid a membership subscription in accordance with the Rules or a member who has been awarded Life membership in accordance with the Rules.

By order of the Board of Directors
Kurt Forester, General Manager



Redhead Bowling Club Co-op Ltd
42a Cowlshaw Street Redhead NSW 2290

NOTICE OF ORDINARY RESOLUTIONS

Notice is hereby given that at the Annual General Meeting of Redhead Bowling Club Co-op Ltd ('the Club') to be held on Sunday 12th October 2025 commencing at 10.00am in the Club's premises at 42a Cowlshaw Street, Redhead NSW 2290, members will be asked to consider and if thought fit, pass the following resolutions which are proposed as ordinary resolutions:

First Ordinary Resolution

'That pursuant to the Registered Clubs Act 1976 the members approve the payment of a \$2,000 honorarium to each Director of the Club in respect of their services rendered as members of the Board since the Club's previous Annual General Meeting, subject to the honorarium being reduced in proportion to the period since the previous Annual General Meeting that any recipient was not a Director.'

Explanatory Note to First Ordinary Resolution

Under the Registered Clubs Act the Club is required to obtain members' approval before paying an honorarium to any person in respect of his or her services as a member of the Board or of any committee. The purpose of this ordinary resolution is to approve the payment of honoraria to the Directors for services rendered since the Club's previous Annual General Meeting, subject to the honorarium being reduced in proportion to the period since the previous Annual General Meeting that any recipient was not a Director. For example, if a member was a Director for half of the period since the previous Annual General Meeting, then he or she would only be entitled to half of the approved honorarium.

Second Ordinary Resolution

'That pursuant to the Registered Clubs Act 1976 the members approve and agree to the reasonable expenditure by the Club until the Club's next Annual General Meeting on benefits relating to the following activities of Directors and other members of the Club (paragraphs (a) to (f)) including the professional development and education of Directors and other members (paragraphs (g) to (k)), and the members acknowledge the benefits are not available to members generally but only to Directors and other members who are involved in the following activities:

- (a) the reasonable cost of a meal and beverage for each Director and committee member during, immediately before or immediately after a Board or committee meeting on the day of that meeting when that meeting corresponds with a normal meal time;
- (b) reasonable expenses incurred by Directors in travelling to and from Board or committee meetings, provided the expenses incurred are approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of that expenditure;
- (c) reasonable expenses incurred by Directors in relation to Club-related activities including entertainment of special guests of the Club and other promotional activities performed by Directors, provided the expenses incurred are approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of that expenditure;
- (d) the provision of apparel (for example; Club blazer, tie, shirt or blouse, and trousers or skirt) for each newly elected Director and the replacement of apparel for existing Directors as required, for the use of Directors when representing the Club;
- (e) the reasonable cost of Directors and their respective partners attending an annual dinner and other functions approved by the Board;
- (f) the reservation of car spaces in the Club's car park for Directors and Officers of the Club;
- (g) the reasonable cost of Directors, employees approved by the Board, and their partners where appropriate, attending industry-related meetings including the ClubsNSW Annual Conference and ClubsNSW Annual General Meeting and activities directly associated with that Conference and Meeting, provided those industry-related meetings are held in New South Wales or the Australian Capital Territory;
- (h) the reasonable cost of Directors and employees approved by the Board attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events, provided those attendances are approved by the Board as being necessary or desirable for the benefit of the Club;
- (i) the reasonable cost of Directors and employees approved by the Board attending other registered clubs, hospitality and gaming venues for the purpose of viewing and assessing their facilities and methods of operation, provided those attendances are approved by the Board as being necessary or desirable for the benefit of the Club;
- (j) the reasonable cost of providing Directors with industry-related training including training required by the Registered Clubs Regulation 2025;
- (k) the reasonable cost of providing Directors with membership of the NSW Club Education Institute.'

Explanatory Note to Second Ordinary Resolution

Under the Registered Clubs Act, the Club is required to offer benefits equally to all members unless the members pass a resolution to approve different benefits for certain members. The purpose of this ordinary resolution is to approve reasonable expenditure by the Club until the next Annual General Meeting on benefits relating to activities of Directors and other members including professional education and development. In particular, the purpose of the Club's expenditure on the professional development and education of Directors (paragraphs (g) to (k)) is to help the Board keep up-to-date with trends and developments that could affect how the Club conducts its business in the future.

Paragraph (j) includes training required by the Registered Clubs Regulation. The Regulation defines a "fully trained member" as:

"fully trained member, of a governing body, means a member of the governing body who has completed—

- (a) the following courses conducted by or for Clubs NSW— (i) Director Foundation and Management Collaboration, (ii) Finance for Club Boards, or
- (b) the following units of competency, or superseding and equivalent units of competency, conducted by an NVR registered training organisation within the meaning of the National Vocational Education and Training Regulator Act 2011 of the Commonwealth— (i) BSBOPS406 Participate in organisational governance, (ii) BSBFIN501 Manage budgets and financial plans."

The Club's expenditure on Directors' benefits will be recorded in the Club's accounts.

Notes to Members regarding the Ordinary Resolutions: To be passed an ordinary resolution must be carried by a majority of the members being entitled to vote and who are present and voting at the Meeting. Life Members, active Bowling Members, active Social Bowling Members and active Social Members are entitled to vote on these ordinary resolutions.

NOTICE OF SPECIAL RESOLUTIONS

Notice is hereby given that at the Annual General Meeting of Redhead Bowling Club Co-op Ltd ('the Club') to be held on Sunday 12th October 2025 commencing at 10.00am in the Club's premises at 42a Cowlshaw Street, Redhead NSW 2290, members will be asked to consider and if thought fit, pass the following resolutions which are proposed as special resolutions:

First Special Resolution

'That the Rules of Redhead Bowling Club Co-op Ltd be amended by deleting Rule 38 and inserting instead the following new Rule 38:

38. (a) The Club's business and affairs and the custody and control of its funds and property is to be managed by the Board consisting of seven Directors. The Board may increase this number of Directors by appointing up to two Directors in accordance with the Registered Clubs Act.
- (b) The positions on the Board will be Chairman, Deputy Chairman, Treasurer, Assistant Secretary and three Ordinary Directors.
- (c) A person must not hold more than one position on the Board at any time.
- (d) The positions of Chairman and Deputy Chairman must only be filled by Life Members or Bowling Members. All other positions on the Board may be filled by Life Members or ordinary members other than Junior Bowling Members.
- (e) In addition to paragraph (d) and any eligibility requirements in applicable legislation, a member will only be eligible to be nominated for or elected to the Board if he or she:
- (i) is an active member;
 - (ii) has at least two consecutive years standing in any class of ordinary membership other than Junior Bowling membership immediately prior to his or her nomination or election;
 - (iii) is not a current director of another club with a club licence under the Liquor Act that carries on bowls activities;
 - (iv) is not currently under suspension;
 - (v) has not had a period of suspension of three months or more commence within two years of the date of nomination or election;
 - (vi) has not within the past five years been convicted of an offence which is punishable by imprisonment;
 - (vii) is not a former employee of the Club whose employment was terminated for misconduct.'

Explanatory Note to First Special Resolution

New Rule 38 is the same as existing Rule 38 except for revised wording of Rule 38(e)(v).

In the past the past there has been contention over the interpretation of Rule 38(e)(v) which relates to eligibility for nomination or election of directors and suspensions of three months or more. Existing Rule 38(e)(v) reads: "has not been suspended for a period of three months or more within two years before the date of nomination or election."

The revised wording for this rule would clarify the intention and remove variable interpretation. The revised wording does not materially change the rule but makes the intention of the rule clearer and not subject to potential variable interpretation.

Second Special Resolution

'That the Rules of Redhead Bowling Club Co-op Ltd be amended by deleting Rule 78 and inserting instead the following new Rule 78:

78. (a) In this Rule:
- (i) 'party' includes:
 - (A) a full member of the Club;
 - (B) any aggrieved person who has ceased to be a full member in the last six months;
 - (C) any person claiming through or under a member or any aggrieved person referred to in subparagraph (a)(i)(B); and
 - (D) the Club, including the Board or any other officer of the Club.
 - (ii) 'dispute' may only refer to a matter affecting a person of the type mentioned in subparagraphs (a)(i)(A) to (C).
- (b) If a dispute arises a party may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following subparagraphs of this Rule except where the person seeks urgent interlocutory relief.
- (c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
- (d) On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society.
- (e) If the parties do not agree within seven days of receipt of the notice (or such further period as agreed in writing between them) as to:
- (i) the timetable for all steps in the procedures; and
 - (ii) the selection and compensation of the independent person required for mediation,
- then the dispute shall be settled by arbitration in accordance with the Commercial Arbitration Act 2010.
- (f) Nothing in this Rule shall extend to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these Rules.
- (g) Nothing in this Rule applies to any dispute involving the expulsion or suspension of a member or the imposition of a fine.'

Explanatory Note to Second Special Resolution

New Rule 78 is the same as existing Rule 78 except for the addition of new Rule 78(g), and deletion of the obsolete words "(a copy is available from the Registry of Co-operatives and Associations)" from Rule 78(d).

Rule 35(b)(viii) provides that decisions of the Board in relation to disciplinary matters is final. It is relevant to provide clarification and consistency with the finality of Board decisions for disciplinary matters by the addition of a model rule contained in the Co-operatives National Regulations (Schedule 6, model rule 13(13)), which excludes disciplinary outcomes from the disputes provision.

Third Special Resolution

'That the Rules of Redhead Bowling Club Co-op Ltd be amended by deleting Rule 40 and inserting instead the following new Rule 40:

40. The Board will be elected in the following manner:

- (a) The Board will appoint a Returning Officer who will be responsible for the conduct of the election.
- (b) A candidate for office is ineligible to be appointed as the Returning Officer.
- (c) Nominations for election to the Board must be made in writing, signed by two active members other than Junior Bowling Members and by the nominee who must also signify his or her consent to the nomination.
- (d) Nominations will be open for not less than nine days. The Board will determine the closing date and time for nominations ('close of nominations'), which will be not less than 14 days before the Annual General Meeting.
- (e) The roll of members who will be eligible to vote at the election will close at the close of nominations.
- (f) The Returning Officer will as soon as practicable after the close of nominations cause notification of the nominations to be posted on the club noticeboard.
- (g) If at the close of nominations the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting.
- (h) If at the close of nominations no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, duly nominated will be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the remaining vacancies. If more than one candidate is nominated for the remaining vacancies, an election to fill those vacancies will be conducted in accordance with procedures prescribed by the Board. If any remaining vacancy is not filled at the Annual General Meeting, a casual vacancy in that position will occur immediately after the conclusion of the meeting and Rule 42 will apply.
- (i) If at the close of nominations the number of candidates duly nominated for any position exceeds the number required to be elected, a ballot will be conducted in accordance with the following sub-paragraphs:
 - (i) The Returning Officer will enable voting in the ballot to take place at the Club's premises. The Board may approve additional methods for members to vote in the ballot.
 - (ii) The Returning Officer will keep the ballot open at the Club's premises for at least 10 hours, which may consist of one or more periods.
 - (iii) If two or more candidates receive the same number of votes for a position, the Returning Officer will conduct a draw to determine the candidate who is to be elected.
 - (iv) The result of the ballot will be declared at the Annual General Meeting.
- (j) The Board has the power to make By-laws regulating all matters in connection with any election of the Board not otherwise provided for in these Rules.'

Explanatory Note to Third Special Resolution

New Rule 40 is the same as existing Rule 40 except for deletion of Rule 40(i)(iii) and renumbering of the remaining sub-paragraphs. Existing Rule 40(i)(iii) provides the option for the elections of director(s) of a postal vote upon the written request of a member. Existing Rule 40(i)(iii) reads: "The Returning Officer will issue a postal ballot paper to any member who is eligible to vote at the election on that member's written request."

The option for a postal vote obliges the Club to make a number of administrative arrangements which result in imposts on election timing and process and consequently, cost. Review of the 2024 voting for directors reveals there were no postal votes requested or cast. Anecdotal evidence indicates that within recent years' elections there have been no postal votes. It is proposed to remove the option for postal voting from the Club's Rules in relation to elections of directors.

Notes to Members regarding the Special Resolutions: The Board of Directors supports the proposed changes to the Club's Rules and recommends members vote in the affirmative for each special resolution. To be passed each special resolution must be carried by a two-thirds majority of the members being entitled to vote and who are present and voting at the Meeting. Life Members, active Bowling Members, active Social Bowling Members and active Social Members are entitled to vote on these special resolutions.