

**NOTICE OF 2024 ANNUAL GENERAL MEETING  
MILTON – ULLADULLA BOWLING CLUB CO-OPERATIVE LIMITED**

Notice is hereby given that the 51st Annual General Meeting of the Milton-Ulladulla Bowling Club Co-Operative Limited will be held in the Clubhouse, 68 St. Vincent Street, Ulladulla on **Saturday 2<sup>nd</sup> November, 2024 commencing at 10.00am.**

**AGENDA**

1. Chairman to open meeting
2. Receive apologies
3. Obituaries
4. Confirmation of the minutes of the previous Annual General Meeting of Saturday 18<sup>th</sup> November, 2023
5. Declaration of election result for Board positions
6. Receive Annual Reports, Statements of Accounts, etc. for the period ending 30<sup>th</sup> June, 2024
7. The members are asked to consider and if thought fit pass the resolution appearing under the heading "Resolution 1" relating to the granting of honorariums.
8. The Members are asked to consider and if thought fit, pass the resolution appearing under the heading "Resolution 2" relating to the approval of Directors' benefits as follows:
  - a. The cost of meal and beverage for each Director attending Board and Special Board Meetings of the Club.
  - b. Reasonable costs of Directors education and professional developments approved by the Board of Directors including:
    - i. Representation of the Board attending relevant Seminars, Lectures or Trade Displays.
    - ii. Organised Study Tours held by associated organizations including the Clubs NSW Annual General Meeting.
    - iii. Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
    - iv. Attendance at functions with their partners where appropriate and required, to represent the Club.
    - v. Cost of Christmas and End of Term Directors and Partners Dinner.
    - vi. Cost of Uniform for each Director.

The Members acknowledge that the benefits in a. and b. above are not available to members generally, but only for those who are Directors of the Club.

9. The Members are asked to consider and if thought fit, pass the resolution appearing under heading “Resolution 3” as a special resolution to amend the Rules of Milton Ulladulla Bowling Club to allow the waiving of subscription fees by the Board for those members who have been an ordinary member for twenty (20) years or more.
10. The Members are asked to consider and if thought fit, pass the resolution appearing under heading “Resolution 4” as a special resolution to amend the Rules of Milton Ulladulla Bowling Club to allow the update of the Rules to reflect the Corporations Act 2001 (Cth) and the Registered Clubs Act 1976 (NSW).
11. Close AGM
12. Open forum

## **RESOLUTION 1 – ORDINARY RESOLUTION**

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

*“That pursuant to the Registered Clubs Act 1976, the members hereby approve and agree to the members of the Board, during the period preceding the next Annual General Meeting, receiving honoraria to the positions named and for the sums referred to below, in respect of services rendered to the Club and the members further acknowledge that the honoraria are not available to members generally but only to those members who are Directors of the Club:*

*\$700 – Chairperson*

*\$500 – per Director”.*

## **EXPLANATORY NOTES TO RESOLUTION 1**

1. Pursuant to the requirements of the Registered Clubs Act the Club is required to have the honoraria for Directors approved by the members at the Annual General Meeting. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.

## **PROCEDURAL MATTERS IN RELATION TO RESOLUTION 1**

1. To be passed, Resolutions 1 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote and who vote on the Resolution.
2. To be passed, as set out in the Rules and Section 256 of the Co-operatives (Adoption of National Law) Act 2012, Resolution 1 requires a vote majority of the members present and voting on Resolution at the meeting.
3. A member of the co-operative is not entitled to vote at a meeting of the co-operative if the person is not an active member of the co-operative or the person is excluded from voting under the Act of the Club Rules. Honorary members, Temporary members, Junior members shall not be entitled to vote at any meeting of the Club.
4. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. Resolution 1 is conditional upon registration by the Registrar. No alteration to the Club Rules even if approved by the members takes effect until the alteration is registered by the Registrar.
6. The Board recommends Resolution 1.

## **RESOLUTION 2 – ORDINARY RESOLUTION**

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

*“The members hereby approve expenditure by the Club over the following 12 months for the following expenses subject to approval by the Board of Directors.”*

### **EXPLANATORY NOTES TO RESOLUTION 2**

1. Pursuant to the requirements of the Registered Clubs Act 1976 (Registered Clubs Act) the Club is required at each Annual General Meeting to have approved by ordinary resolution, the benefits to be provided to the Directors of the Club. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act.

### **PROCEDURAL MATTERS IN RELATION TO RESOLUTION 2**

1. To be passed, Resolution 2 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote and who vote on the Resolution.
2. To be passed, as set out in the Rules and Section 256 of the Co-operatives (Adoption of National Law) Act 2012, Resolution 2 requires a vote majority of the members present and voting on Resolution at the meeting.
3. A member of the co-operative is not entitled to vote at a meeting of the co-operative if the person is not an active member of the co-operative or the person is excluded from voting under the Act of the Club Rules. Honorary members, Temporary members, Junior members shall not be entitled to vote at any meeting of the Club.
4. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. Resolution 2 is conditional upon registration by the Registrar. No alteration to the Club Rules even if approved by the members takes effect until the alteration is registered by the Registrar.
6. The Board recommends Resolution 2.

## **RESOLUTION 3 – SPECIAL RESOLUTION**

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

“That the Rules of the Milton Ulladulla Bowling Club be amended as follows:

- a. Add a new sub-clause (c) to Rule 24 as follows:

“(c) The Board has the power to waive any annual subscription or part thereof for members who have been a continuous ordinary member of the Club for twenty (20) years or more”.

### **EXPLANATORY NOTES TO RESOLUTION 3**

1. A draft Marked-Up version of the Rules of the Milton Ulladulla Bowling Club incorporating all the above amendments is available for viewing on the Club’s Website.
2. These amendments have been made to ensure the Rules of Milton Ulladulla Bowling Club Co-Operative Ltd includes:
  - a. To provide scope in the subscription fees to allow the Board to waive fees (in part or wholly) for those members who have been an ordinary member for 20 years or more.

### **PROCEDURAL MATTERS IN RELATION TO RESOLUTION 3**

1. To be passed, as set out in Rule 45(a) of the Rules and Section 256 of the Co-operatives (Adoption of National Law) Act 2012, Resolution 3 requires a vote of two-thirds of the members present and voting on Resolution 3 at the meeting.
2. A member of the co-operative is not entitled to vote at a meeting of the co-operative if the person is not an active member of the co-operative or the person is excluded from voting under the Act of the Club Rules. Honorary members, Temporary members, Junior members shall not be entitled to vote at any meeting of the Club.
3. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. Resolution 3 is conditional upon registration by the Registrar. No alteration to the Club Rules even if approved by the members takes effect until the alteration is registered by the Registrar.
5. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 3.
6. Please direct any question or concerns about Resolution 3 in writing to Milton Ulladulla Bowling Club General Manager, if possible, before the General Meeting.
7. The Board of Milton Ulladulla Bowling Club recommends that members vote in favour of Resolution 3.

### **RESOLUTION 4 – SPECIAL RESOLUTION**

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

“That the Rules of the Milton Ulladulla Bowling Club be amended as follows:

- a. Add new sub-clause (i) to Rule 21(d) as follows:

“(i) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club as may be prescribed by the Clubs Act or such other greater distance as may be determined from time to time by the Board;”
- b. Add new sub-clause (v) to Rule 21(d) as follows:

“(v) Any person who because of an exception prescribed or provided for by the Clubs Act from time to time may be a temporary member subject to a determination by the Board by way of by-law pursuant to these Rules”
- c. Deletion of existing subrule (vii) from Rule 21(d).
- d. Deletion of the words “and addresses” from Rule 23(f).
- e. Insertion of the word “and” after subrule (ii) in Rule 24(b) and deletion of the words “;and” after subrule (iii) and the entirety of subrule (iv) being the words “for ordinary members, be not less than \$2.00 and not more than \$30 in any financial year”.
- f. Insertion of the words “, or any equivalent indication determined by the Board if a member is attending such general meeting virtually, unless a poll is demand in accordance with these Rules” after the words “show of hands” in Rule 42(c).
- g. Insertion of new subrule (d) in Rule 42 as follows:

(d) The Board may allow a person entitled to vote at any general meeting to vote in person or by electronic means.”
- h. Insertion of new subrules (i) to (q) in Rule 42 as follows:

- (i) The place at which a general meeting of the Club is held is taken to be:
  - (A) If the general meeting is held at only one (1) physical venue (whether or not it is also held using virtual meeting technology) – that physical venue; or
  - (B) If the general meeting is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology) – the main physical venue of the meeting as set out in the notice of the meeting; or
  - (C) If the general meeting is held using virtual meeting technology only – the registered office of the Club.
  
- (j) The time at which the general meeting is held is taken to be the time at the place at which the meeting is taken to be held in accordance with Rule 42(h).
  
- (k) A member who attends the general meeting of the Club (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.
  
- (l) Any general meeting of the Club must give the members entitled to attend the general meeting, as a whole, a reasonable opportunity to participate in the meeting.
  
- (m) Without limiting the scope of subsection Rule 42(k), the effects of that sub-rule include that:
  - (i) The general meeting of the Club must be held at a time that is reasonable as:
    - (A) If the general meeting of the Club is held at only one (1) physical venue (whether or not it is also held using virtual meeting technology) – that physical venue; or
    - (B) if the general meeting of the Club is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
    - (C) if the general meeting of the Club is held using virtual meeting technology only— a physical venue at which it would be reasonable to hold the meeting.
  
- (n) If the general meeting of the Club is held at only one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at that physical venue.
  
- (o) If the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at its main physical venue as set out in the notice of the meeting.
  
- (p) If the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology), the technology used to hold the meeting at more than one physical venue must be reasonable.
  
- (q) If the general meeting of the Club is held using virtual meeting technology (whether or not it is held at one or more physical venues), that virtual meeting technology must:
  - (i) be reasonable; and
  - (ii) allow the members who are entitled to attend the general meeting of the Club, and do attend the general meeting of the Club using that virtual meeting technology, as a whole, to exercise orally and in writing any rights of those members to ask questions and make comments.”
  
- i. The words “every 1 month as required by the Clubs Act” in Rule 53(a) to be deleted and replaced with “once in each quarter of the year, being each period of three months (3) ending 31 March, 30 June, 30 September and 31 December.”
  
- j. Deletion of the word “fourty-eight” in Rule 53(h) and replacement with “forty-eight”.

- k. Deletion of existing subrule (c) in Rule 77 and replacement with new subrules (b) to (g) as follows:
- (b) Any notice, statement or other communication under these Rules must be in writing.
  - (c) In addition to any other way allowed by the Law, a document, including without limitation any notice of or information about, a meeting or election of the Club, the Board, communication may be given by the Club to any Member either:
    - (i) in physical form:
      - (A) personally delivered; or
      - (B) by leaving it at, or by sending it by post to, the address of the Member recorded for that member in the Register of Members; or
      - (C) if Rule 77(e) is satisfied - by sending by post to the address of the Member recorded for that Member in the Register of Members sufficient information in physical form to allow the member to access the document electronically; or
    - (ii) in electronic form:
      - (A) if Rule 77(e) is satisfied - by sending the document in electronic form by means of an electronic communication; or
      - (B) if Rule 77(e) is satisfied - by sending the Member sufficient information in electronic form, by means of an electronic communication, to allow the member to access the document electronically; or
      - (C) if Rule 77(e) and Rule 77(f) are satisfied - by making the document readily available in electronic form on a website.
  - (d) Where a document is:
    - (i) is given personally, the notice is taken to have been given to the member on that day.
    - (ii) sent by post to a member in accordance with Rule 77(c) the document shall be deemed to have been received by the member:
      - (A) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
      - (B) in any other case, on the third (3rd) day following that on which the notice was posted.
    - (iii) sent by electronic means in accordance with Rule 77(c) the document shall be deemed to have been received by the member:
      - (A) in the case of an electronic communication which leaves an information system under the control of the Club or of the party who sent it on behalf of the Club, the day after it leaves such information system; and
      - (B) in the case of an electronic communication which has not left an information system under the control of the Club or of the party who sent it on behalf of the Club, the day that such document was sent by the information system.
  - (e) This Rule is satisfied if, at the time a document is sent, it is reasonable to expect that the document would be readily accessible as to be useable for subsequent reference.
  - (f) This Rule is satisfied if the document:
    - (i) is a report mentioned in section 314 of the Law (annual financial reporting by companies, registered schemes and disclosing entities to members); or
    - (ii) is in a class of documents specified in regulations made for the purpose of section 110D(3)(b) of the Law.
  - (g) If a communication is given:
    - (i) after 5.00 pm in the place of receipt; or
    - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.”

#### **EXPLANATORY NOTES TO RESOLUTION 4**

1. A draft Marked-Up version of the Rules of the Milton Ulladulla Bowling Club incorporating all the above amendments is available for viewing on the Club's Website.
2. These amendments have been made to ensure the Rules of Milton Ulladulla Bowling Club Co-Operative Ltd includes:
  - a. New provisions relating to the sending of electronic notices to members, virtual meeting attendance and electronic voting as required the Registered Clubs Act 1976 (NSW) and Corporations Act 2001 (Cth);
  - b. Updating the Rules to incorporate recent amendments to the Registered Clubs Act in relation to membership records.

#### **PROCEDURAL MATTERS IN RELATION TO RESOLUTION 4**

1. To be passed, as set out in Rule 45(a) of the Rules and Section 256 of the Co-operatives (Adoption of National Law) Act 2012, Resolution 4 require a vote of two-thirds of the members present and voting on Resolution 4 at the meeting.
2. A member of the co-operative is not entitled to vote at a meeting of the co-operative if the person is not an active member of the co-operative or the person is excluded from voting under the Act of the Club Rules. Honorary members, Temporary members, Junior members shall not be entitled to vote at any meeting of the Club.
3. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. Resolution 4 is conditional upon registration by the Registrar. No alteration to the Club Rules even if approved by the members takes effect until the alteration is registered by the Registrar.
5. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 4.
6. Please direct any question or concerns about Resolution 4 in writing to Milton Ulladulla Bowling Club General Manager, if possible, before the General Meeting.
7. The Board of Milton Ulladulla Bowling Club recommends that members vote in favour of Resolution 4.

**The complete annual report can be downloaded from our website from the reports and notices page:  
[www.MiltonUlladullaBowlingClub.com.au](http://www.MiltonUlladullaBowlingClub.com.au)**

**Detailed questions from members on financial accounting items, must be received in writing by the Club  
a minimum of 14 days prior to the Meeting.**