



*Iluka Bowls Club Ltd*

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# **NOTICE OF SPECIAL GENERAL MEETING**

## **ILUKA BOWLS CLUB LTD**

### **For Constitution Amendments**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of the Iluka Bowls Club Ltd will be held in the Club Auditorium, 75-79 Spenser Street, Iluka, on Sunday 2<sup>nd</sup> May 2021 at 10.00am.

#### **Agenda:**

1. Apologies
2. First Special Resolution
3. Second Special Resolution
4. Third Special Resolution
5. Meeting Close

Please submit any questions relating to the proposed Special Resolutions in writing to the General Manager seven (7) days prior to the meeting.

A handwritten signature in black ink, appearing to read "Nicola Donsworth", written over a horizontal line.

**Nicola Donsworth**

**General Manager**

**ILUKA BOWLS CLUB LIMITED**  
**ACN 001 060 144**

**NOTICE OF SPECIAL RESOLUTIONS FOR SPECIAL GENERAL MEETING**

NOTICE is hereby given that at the Special General Meeting of the ILUKA BOWLS CLUB LIMITED to be held 10am Sunday, 2 May 2021 at the premises of the Club 75-79 Spenser St, Iluka NSW, members will be asked to consider and if thought fit pass the Special Resolutions below.

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**PROCEDURAL MATTERS**

1. To be passed the Special Resolutions must receive votes in favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolutions at the meeting.
  2. Only Life members and financial Ordinary Bowling members are eligible to vote on the Special Resolutions.
  3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
  4. Amendments to the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolutions) will not be permitted from the floor of the meeting.
  5. The Board of the Club recommends the Special Resolutions to members.
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**FIRST SPECIAL RESOLUTION**

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

That the Constitution of Iluka Bowls Club Limited be amended by:

- (a) **inserting** the following new definition into Rule 1(a):

*"the Code" means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015."*

- (b) **amending** the reference in Rule 12(f)(iii) of "Section 22" to read "Section 22A".

- (c) **inserting** the new Rule 19(e):

*"The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club."*

- (d) **inserting** into Rule 23(a) after the words "address," the words "email address,".

- (e) **deleting** Rule 28 and inserting the new subheading and Rule 28:

**"CHANGE IN DETAILS**

*Members must advise the Secretary of the Club of any change in their details (including address, email address and telephone number) within seven (7) days of changing their details as recorded in the register referred to in Rule 23(a)."*

- (f) **inserting** new Rule 30(d):
- “Unless a court or tribunal determines otherwise, disciplinary proceedings (including without limitation, the outcome of disciplinary proceedings) shall not be invalidated or voided if the procedure set out in this Rule 30 is not strictly complied with.”*
- (g) **inserting** into Rule 30A.1(f) after the words “the Secretary” the words “or the senior employee then on duty”.
- (h) **deleting** Rule 33 and **inserting** the following new Rule 33:
- “33. Subject to Rule 33A, the business and affairs of the Club and the custody and control of its funds shall be managed by a Board which shall consist of:
- (a) eight (8) directors of the Club comprising a Chairperson, two (2) Deputy Chairpersons and five (5) Ordinary Directors; and
- (b) up to 2 directors appointed by the Board pursuant to Rule 37.”
- (i) **inserting** the following new Rules 34(d) to (f) inclusive:
- “34 (d) Four (4) Ordinary Directors must be Ordinary Bowling Members and one (1) Ordinary Director must be a Non-Bowling Member.
- (e) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- (f) Ordinary Non-Bowling members shall not be entitled to be elected or appointed as the Chairperson or as a Deputy Chairperson.”
- (j) **deleting** the reference in Rule 35(b) to “Rule 33(b1)” and **inserting** “Rule 35(b1)”.
- (k) **inserting** at the end of Rule 35(c)(ii) the words “or in accordance with Rule 35B”.
- (l) **deleting** Rule 35(d)(ii) and **inserting** the following new Rule 35(d)(ii):
- “If no or insufficient nominations are received for the number required to be elected the candidate or candidates, if any, nominated shall be declared elected at the Biennial Annual General Meeting and the remaining vacancies shall be regarded as casual vacancies and may be filled in accordance with Rule 41(c).”*
- (m) **inserting** into Rule 35(e) the words “(including electronically)” after the words “prescribed by the Board”.
- (n) **inserting** the following new Rule 35B:
- “Any reference to voting and the conduct of a ballot in Rule 35 includes the use of any electronic voting system that may be prescribed by the Board from time to time.”*
- (o) **inserting** into Rule 40(g) after the words “with the Act” the words “, the Code”.
- (p) **deleting** Rule 43(i) and **inserting** the following new Rule 43(i):
- “(i) subject to paragraph (c) of this Rule 43, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise). To sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.”*

- (q) **inserting** into Rule 43(j)(i) after the words "*employment statutes*" the words "*, the Registered Clubs Act and the Code*".
- (r) **inserting** the new Rules 49(c) and 49(d):
- (c) *In addition to Rule 49(b), a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.*
- (d) *A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.*
- (s) **deleting** Rules 51 to 51C inclusive and **inserting** the following new Rules 51 to 51C inclusive:

**"51. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

- 51.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:*
- (a) *declare the nature of the interest at a meeting of the Board; and*
- (b) *comply with Rule 51.2.*
- 51.2 *Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*
- (a) *must not vote on the matter; and*
- (b) *must not be present while the matter is being considered at the meeting.*

**51A. REGISTERED CLUBS ACCOUNTABILITY CODE**

- 51A.1 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 51A.*
- 51A.2 *For the purposes of this Rule 51A, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

**CONTRACTS WITH TOP EXECUTIVES**

- 51A.3 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*
- (a) *the top executive's terms of employment; and*
- (b) *the roles and responsibilities of the top executive;*
- (c) *the remuneration (including fees for service) of the top executive;*
- (d) *the termination of the top executive's employment.*
- 51A.4 *Contracts of employment with top executives:*
- (a) *will not have any effect until they are approved by the Board; and*

- (b) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

- 51A.5 *Subject to any restrictions contained in the Registered Clubs Act and Rule 51, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*
- 51A.6 *A "pecuniary interest" in a company for the purposes of Rule 51A.5 does not include any interest exempted by the Registered Clubs Act.*

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

- 51A.7 *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*
- (a) *the Secretary or a manager; or*
  - (b) *any close relative of the Secretary or a manager;*
  - (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

#### **LOANS TO DIRECTORS AND EMPLOYEES**

- 51A.8 *The Club must not:*
- (a) *lend money to a director of the Club; and*
  - (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

#### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 51A.9 *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*
- 51A.10 *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- 51A.11 *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*
- (a) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
  - (b) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*

- (c) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
- (d) *any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;*
- (e) *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 51A.*

#### **TRAINING DISCLOSURES**

51B.1 *The Club must make available to members:*

- (a) *details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
- (b) *the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.*

51B.2 *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

#### **PROVISION OF INFORMATION TO MEMBERS**

51C. *The Club must:*

- (a) *make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and*
- (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information."*

(t) **inserting** the following new sub-heading and Rule 61A:

#### **"CANCELLATION AND POSTPONMENT OF GENERAL MEETINGS**

61A. *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 61A will not operate in relation to a meeting called pursuant to a request or requisition of members."*

(u) **inserting** the following new sub-heading and Rule 61B:

#### **"USE OF TECHNOLOGY FOR GENERAL MEETINGS**

61B. *The Club may hold a general meeting at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the at the meeting."*

(v) **inserting** the following new sub-heading and Rule 61C:

#### **"WITHDRAWAL OF RESOLUTIONS**

61C. *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*"

- (w) **deleting** from Rule 71 the word "send" and **inserting** the words "make available".
- (x) **replacing** the full stop at the end of Rule 78(iii) with a semi colon and then **adding** the word "or" and **inserting** the new Rule 78(iv):

*"by notifying the member in accordance with Rule 79A (in the case of notices of general meetings (including Annual General Meetings) only)."*

- (y) **inserting** the new Rule 79A:

*"If the member nominates:*

- (a) *an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*

- (b) *an electronic means (the nominated access means) the member may use to access notices of meeting;*

*the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);*

- (c) *that the notice of meeting is available; and*

- (d) *how the member may use the nominated access means to access the notice of meeting."*

- (z) **inserting** the following new Rule 79B:

*"Notwithstanding any of the provisions of this Constitution, the Club may give notice of a meeting in accordance with Rule 79A(c) and (d), even if a member has not nominated a nominated notification means or nominated access means, if the Club is permitted to do so under the Act."*

- (aa) **inserting** the following new Rule 79C:

*"Where a notice of general meeting (including an Annual General Meeting) is sent to a member in accordance with Rule 79A or 79B, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available."*

- (bb) **deleting** Rule 37 and **inserting** the following new Rule 37:

- "37 (a) *The Board may appoint two (2) directors pursuant to clause 31 of the Registered Clubs Regulation.*

- (b) *Any person appointed by the Board to be a director pursuant to clause 31 of the Registered Clubs Regulation only has to satisfy the requirements of that clause to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership or being a member of the Club for a specific period of time before standing for or being elected or appointed to the Board.*

- (c) *A person appointed under subclause (a):*

- (i) *may be appointed for a term of no more than 3 years, and*

- (ii) *must be an ordinary member of the club at the time of, and for the duration of, his or her appointment, and*

- (iii) *is not eligible for re-appointment under subclause (a), including re-appointment after the end of that term.*
  - (d) *Within 21 days of an appointment being made under subclause (a), a notice must be clearly displayed on a notice board on the premises of the registered club and on the club's website (if any) that states:*
    - (i) *the reasons for the person's appointment, and*
    - (ii) *the person's relevant skills and qualifications, and*
    - (iii) *any payments to be made to the person in connection with his or her appointment."*
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### **Notes to Members on First Special Resolution**

1. The First Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the *Corporations Act*, the *Registered Clubs Act* and best practice.
  2. **Paragraph (a)** inserts an appropriate definition of the *Registered Clubs Accountability Code*.
  3. **Paragraph (b)** updates a reference to the *Registered Clubs Act*.
  4. **Paragraph (c)** clarifies that Provisional membership can be cancelled at any time by the Secretary or the senior employee then on duty, at their discretion.
  5. **Paragraphs (d) and (e)** amend the existing requirements for membership applications to include the applicant's email address in order for the Club to contact members electronically. They also clarify that members are required to update the Secretary of any change to their contact details.
  6. **Paragraph (f)** clarifies that if the Club's procedure for disciplinary proceedings is not strictly complied with, the proceedings are not invalidated or voided simply due to any slight non-compliance.
  7. **Paragraph (g)** clarifies that if a senior employee on duty suspects that someone is using or has in their possession a prohibited drug or a prohibited plant, they can remove that person from the Club's premises.
  8. **Paragraphs (h) and (i)** increase the number of members of the Board from seven (7) to eight (8) by increasing the number of Ordinary Directors from four (4) to five (5), and provide that the additional Director position must be filled by a Non-Bowling member. That Non-Bowling member is not eligible to be elected or appointed as the Chairperson or Deputy Chairperson.
  9. **Paragraph (j)** corrects a cross reference in the Constitution.
  10. **Paragraphs (k), (m) and (n)** clarify that the voting process for the election of the Board of the Club may be conducted by means of electronic voting.
  11. **Paragraph (l)** amends the Rules relating to where there is an insufficient number of candidates for the election of the Board, to allow the remaining unfilled positions to be filled by way of casual vacancy.
  12. **Paragraph (o)** inserts a reference to the *Registered Clubs Accountability Code*.
  13. **Paragraph (p)** clarifies that the Board's power to acquire and sell property on behalf of the Club is subject to the *Registered Clubs Act*.
  14. **Paragraph (q)** clarifies that the employment contract of the Secretary is subject to the *Registered Clubs Act* and the *Registered Clubs Accountability Code*.
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15. **Paragraph (r)** clarifies that a board resolution can be passed by way of email. It also allows for the Board to meet remotely via use of technology. This is permitted by the *Corporations Act*.
16. **Paragraph (s)** amends existing provisions relating to mandatory director training, disclosure and accountability to bring the Constitution into line with the *Registered Clubs Accountability Code*.
17. **Paragraphs (t) (u) and (v)** amend existing provisions relating to proposed resolutions, and the holding and postponing of general meetings to bring the Constitution into line with the *Corporations Act*.
18. **Paragraph (w)** clarifies that the Club will make the financial reports as required by the *Corporations Act* available to every member at least twenty-one (21) days prior to the Club's Annual General Meeting.
19. **Paragraphs (x), (y), (z) and (aa)** amend existing provisions relating to notices to members to bring the Constitution into line with the *Corporations Act*. The amendments refer to the Club's ability to give notice of general meetings to members electronically if a member elects to receive notices this way or if the *Corporations Act* allows the Club to do so.
20. **Paragraph (bb)** enshrines in the Constitution the Board's legislative power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies).
  - (a) The *Registered Clubs Act* and *Registered Clubs Regulations* enable boards of registered clubs to appoint up to two (2) directors (who are not elected by members or appointed by the Board to fill casual vacancies) to the Board.
  - (b) This means that the Board **may** appoint up to two (2) directors to the Board.
  - (c) For the avoidance of doubt:
    - (i) the directors appointed to the Board are **in addition** to the seven (7) directors elected by members or appointed by the Board to fill casual vacancies so the Board could consist of 9 directors; and
    - (ii) the Board is not required to appoint persons to the Board but it may do so if it wishes;
    - (iii) any person appointed by the Board to be a director only has to satisfy the requirements of the *Registered Clubs Act* and *Registered Clubs Regulations* to be appointed and does not have to satisfy any requirement in this Constitution such as belonging to a particular category of membership or being a member for a specific period of time before standing for or being elected or appointed to the Board;
    - (iv) if a person is appointed to the Board, the Club must, within twenty one (21) days of the appointment, display a notice on the Club's noticeboard and website stating:
      - (1) the reasons for the person's appointment, and
      - (2) the person's relevant skills and qualifications, and
      - (3) any payments to be made to the person in connection with his or her appointment.
  - (d) This amendment allows the Board to identify persons with particular skills, expertise and experience which may be beneficial to the Club and allow the Board to appoint those persons to the Board.
  - (e) For example, the Club may undertake a major construction project in the future and none of the directors at the time may have expertise in construction. This amendment allows the

Board to identify and appoint a person or persons with expertise in construction who will be able to assist the Club in completing the construction project.

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## **SECOND SPECIAL RESOLUTION**

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

That the Constitution of Iluka Bowls Club Limited be amended by:

- (a) **deleting** Rule 35(c)(iii) and **inserting** the following new Rule 35(c)(iii):

*"Members shall be entitled to vote during the Club's trading hours on Monday to Friday inclusive of the week immediately preceding the Biennial General Meeting."*

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## **Notes to Members on the Second Special Resolution**

1. The Second Special Resolution proposes to increase the number of days and time available for members to vote in the election of the Board.
2. The Club has received feedback from members that the current voting times are not suitable as they do not provide an adequate opportunity for all members to attend the Club and vote.
3. The current voting times are between 2pm and 8pm on Thursday, and 2pm and 7pm on Friday inclusive immediately preceding the Biennial General Meeting
4. Accordingly, if the Second Special Resolution is passed the Club's members will be able to vote during all weekday opening hours of the Club in the week leading up to the Biennial General Meeting.

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## **THIRD SPECIAL RESOLUTION**

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

That the Constitution of Iluka Bowls Club Limited be amended by:

- (a) **deleting** the definition of "Biennial General Meeting" in Rule 1(a).
- (b) **deleting** from the Constitution the words "Biennial" or "Biennially" wherever they appear and **inserting** the word "Annual" or "Annually" in their place respectively.
- (c) **deleting** Rule 33A and **inserting** the following new Rule 33A:

*"As from the Annual General Meeting held in 2021, the Board of Directors shall be elected triennially in accordance with 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 the year 2021."*

## **SCHEDULE 4 OF THE REGISTERED CLUBS ACT (THE TRIENNIAL RULE)**

### **1 Definitions**

*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**

**3 First general meeting under triennial rule**

- (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.

**4 Subsequent general meetings**

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.

**5 Casual vacancies**

- (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.

**6 Re-election**

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.

**7 Revocation of triennial rule**

- (1) 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.

- (2) The triennial rule cannot be revoked by a club if the rule is taken to apply to the club pursuant to a regulation made for the purposes of section 30 (1) (a1)."

- (d) **deleting** Rule 34 **inserting** the following new Rule 34:

"34 (a) Ordinary Non-Bowling members shall not be entitled to be elected or appointed as the Chairperson or as a Deputy Chairperson.

(b) Four (4) Ordinary Directors must be Ordinary Bowling Members and one (1) Ordinary Director must be a Non-Bowling Member.

(c) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

(d) A member who is un-financial, under suspension or who has served twelve months or more suspension shall not be elected to office as a Director or as a member of any committee. A member shall not perform duties as holder of any office or member of any committee while that member remains un-financial or during a period of suspension."

- (e) **deleting** the reference in Rule 35(b) to "Rule 33(b1)" and **inserting** "Rule 35(b1)".

- (f) **inserting** the following words at the start of Rule 35(c):

"References to the election of the Board in this Rule 35 refer to positions on the Board to be elected in any one (1) year in accordance with the Triennial Rule set out in Rule 33A."

- (g) **inserting** at the end of Rule 35(c)(ii) the words "or in accordance with Rule 35B".

- (h) **inserting** the following new Rule 35B:

"Any reference to voting and the conduct of a ballot in Rule 35 includes the use of any electronic voting system that may be prescribed by the Board from time to time."

- (i) **deleting** Rule 37 and **inserting** the following new Rule 37:

"Deleted."

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### Notes to Members on the Third Special Resolution

1. The Third Special Resolution proposes to amend the provisions of the Constitution relating to the election of directors.

### Introduction of Triennial Rule

2. At present, directors are elected biennially (every two years).
3. If the Second 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 Second Special Resolution above).
4. If the Second Special Resolution is passed, the Triennial Rule will take effect from the Annual General Meeting in **2021** and the directors elected to office at the Annual General Meeting in 2021 will be the first directors elected under the Triennial Rule. That is, there will be no change to the election of directors this year.
5. If the Second Special Resolution is not passed, the Board will continue to be elected biennially and the current two (2) year term for directors will continue to apply.
6. The Triennial Rule provides for three (3) year terms of office for directors, with one third of the Board to be elected each year.
7. 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 eight (8) directors when the triennial rule is adopted, there will be one (1) group of two (2) directors and two (2) groups of three (3) directors. Under this scenario, Group 1 will consist of two (2) directors and Group 2 and Group 3 will each consist of three (3) directors.
8. 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.
9. In the first year of the triennial rule's operation, lots are drawn to determine 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.
10. Directors whose term of office has come to an end are, subject to the Constitution, eligible for re-election for a further three (3) year term.

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

11. 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.
12. 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.
13. The Triennial Rule also provides the opportunity to pass valuable knowledge between directors. The Club invests considerable time and resources in training Club directors, who currently may only sit for one term. Accordingly, the Triennial Rule would allow Club directors to continue to professionally develop and in turn offer their expertise to the Club over a three (3) year term.

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Dated: 8-4-2021

By direction of the Board



**Nicola Donsworth**  
General Manager



*Iluka Bowls Club Ltd*

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**UPDATE YOUR DETAILS:**

**Name:** Mr/Ms/Miss/Mrs \_\_\_\_\_

**Member Number:** \_\_\_\_\_

**New residential address:**

\_\_\_\_\_

\_\_\_\_\_ **State:** \_\_\_\_\_ **Post Code:** \_\_\_\_\_

**New Postal address:**

\_\_\_\_\_

\_\_\_\_\_ **State:** \_\_\_\_\_ **Post Code:** \_\_\_\_\_

**New Phone Number: Home:** \_\_\_\_\_ **Work:** \_\_\_\_\_

**Mobile:** \_\_\_\_\_

**Email Address:** \_\_\_\_\_

**Would you like to receive all correspondence via Email: Yes/No (please circle)**

**If no please circle preference for the following:**

**Annual Reports & Notice of Meetings etc:**    *Email*    *Post*    *SMS*    *Do not send*

**Renewal Notices:**    *Email*    *Post*    *SMS*    *Do not send*

**Newsletters:**    *Email*    *Post*    *SMS*    *Do not send*

**Promotional Information:**    *Email*    *Post*    *SMS*    *Do not send*

**Note: By marking "do not send" please seek information via the Club's website, Social Media, Noticeboards or request at reception. Thank you!**

**Please submit Member Updates to Reception via post, in person or via email:**

**[admin@ilukabowls.com.au](mailto:admin@ilukabowls.com.au)**