

Notice of Annual General Meeting & Resolutions

THE SIXTY SEVENTH (67TH) ANNUAL GENERAL MEETING OF THE OAK FLATS BOWLING & RECREATION CLUB LIMITED WILL BE HELD AT THE OAK FLATS BOWLING CLUB ON SUNDAY 14th December 2025 AT 9:30am

Only financial members are permitted to attend the Annual General Meeting.

To allow the Club to plan for the AGM, members must register their interest (at reception) in attending the AGM in person. The purpose of the registration of interest process is not intended to restrict the number of members who can attend the AGM, but rather to allow the Club to provide the appropriate venue space.

AGENDA

1. Apologies.
2. To adopt and confirm the Minutes of the previous Annual General Meeting.
3. To receive the Director's Report to members.
4. To receive the Audit Risk & Finance Committee's Report to members.
5. To receive and consider the Income Statement, Balance Sheet, Financial Statement(s), and the Auditor's Report for the period of 2024-2025.
6. To consider the Special Resolution set out below.
7. To consider the Ordinary Resolutions set out below.
8. To receive the declaration of Ballot from the Returning Officer for the election of Directors.
9. To deal with any other approved business of which due notice has been given.

Members are requested to provide notice of any questions such as those relating to specific legislative or financial matters to the Club's Chief Executive Officer at least fourteen (14) days prior to the Annual General Meeting, in order that the answers thereto may be researched and, if required, a complete answer given.

SPECIAL RESOLUTION

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

That the Constitution of Oak Flats Bowling and Recreation Club Limited be amended by:

- (a) **deleting** from Rule 15.1.2 the words *“five (5) kilometres from the premises of the Club (or such greater distance as may be prescribed from time to time in the Act)”* and in their place inserting the words *“such distance as may be determined by the Board”*
 - (b) **deleting** from Rule 15.1.3 the words *“and is not more than five (5) kilometres from the premises of the Club”*.
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Notes to Members

1. The Special Resolution proposes an amendment to the Constitution in relation to a requirement for Temporary membership.
2. In 2024, the Registered Clubs Act was amended to delete what was called the *“five-kilometre rule”* which provided that a requirement for Temporary membership was that a person live outside of a 5-kilometre radius from a registered club’s premises. There was a transitional provision which allowed clubs to accept Temporary members within the 5-kilometre radius in 2025, to enable clubs to amend their constitution to remove any requirement that was stated in the constitution.
3. The Special Resolution removes the requirement so that the Constitution reflects the Registered Clubs Act.
4. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in favour of the Special Resolution at the meeting.
5. Bowling members and Life members are eligible to vote on the Special Resolution.

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION: Core and Non-Core Property

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

That for the purposes of section 41E of the Registered Clubs Act the members of Oak Flats Bowling and Recreation Club Limited (Club) hereby declare all of the Club's land and buildings at Northcliffe Drive, Warrawong (being the land recorded in Folio Identifiers 6/215273, 122/751299 and 123/751299 and being the land on which the Illawarra Yacht Club premises is situated) to be core property of the Club.

Notes to Members on Ordinary Resolution

1. The Ordinary Resolution proposes for members to declare all of the Club's land and buildings at Northcliffe Drive, Warrawong ("**Yacht Club Land and Premises**") as core property of the Club.
2. If the Ordinary Resolution is passed, all of the Yacht Club Land and Premises will once again be core property of the Club.
3. The Registered Clubs Act:
 - (a) provides that all land of a registered club is classified as either core or non-core property; and
 - (b) allows members, at a general meeting, to declare core property as non-core property and/or non-core property as core property.
4. The major difference between core property and non-core property is the restrictions imposed by the Registered Clubs Act on the disposal of core property (which includes leasing, licensing and selling).
5. Unless one of the exemptions in the Registered Clubs Act or Regulation applies, core property cannot be disposed of (leased, licensed or sold) by the Club unless:
 - (a) it has been valued by a registered valuer; and
 - (b) the disposal has been approved at a general meeting of the ordinary members of the Club (by majority vote); and
 - (c) if the disposal is by way of sale, the sale must be by way of open tender or public auction conducted by an independent real estate agent or auctioneer.

6. Non-core property can be disposed of without following the procedure set out in paragraph 6(a) above.
7. In 2015, a resolution was considered and passed by members to have the Yacht Club Land and Premises declared to be non-core property for the purposes of the Registered Clubs Act.
8. The reasons given at that time were that the then Board wanted to possibly undertake additional uses of the Yacht Club Land and Premises, that this could involve leasing and/or licensing and/or sale of the Yacht Club Land and Premises, and that therefore the then Board wanted flexibility to deal with the Land without further engagement of members.
9. Since this time, the Yacht Club Land and Premises has not been developed or changed or disposed of.
10. The Board have unanimously resolved that a resolution be put to the Annual General Meeting that the Yacht Club Land and Premises return to being core property.
11. The Board is of the view that it is in the interests of the members that if the Club in the future wanted to dispose of the Yacht Club Land and Premises, it is subject to the requirements in the Registered Clubs Act for core property including member approval.

Procedural Matters

12. To be passed the Ordinary Resolution must receive votes from a simple majority (i.e. 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
 13. **All members (except Honorary members, Provisional members and Temporary members) are eligible to attend the meeting and vote on the Ordinary Resolution.**
 14. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
 15. The Board recommends that members vote in favour of the Ordinary Resolution.
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ORDINARY RESOLUTION: Expenses, Honorariums and Benefits

To be passed, these resolutions require the approval of at least fifty per cent (50%) of the votes cast by the members at the meeting and entitled to vote on the resolutions.

1. That pursuant to the Registered Clubs Act 1976, the members hereby approve expenditure by the Club until the next Annual General Meeting in respect of the following benefits to members of the Board and the members further acknowledge that the benefits outlined in subparagraphs (a) to (f) below are not available to members generally but only those members who are elected Board members of the Club and shall be limited to forty thousand dollars (\$40,000).
 - (a) A reasonable meal and refreshments to be associated with each Board meeting of the Club.
 - (b) Provision of blazers and uniform for use of Directors when representing the Club.
 - (c) The reasonable cost of Directors attending meetings, Registered Clubs, and other similar venues for the purpose of viewing and assessing their facilities and the method of operation, provided such attendances are approved by the Board as being necessary for the betterment of the Club.
 - (d) The reasonable cost of Directors attending the ClubsNSW Annual General Meeting or similar meetings as may be determined by the Board from time to time.
 - (e) The reasonable cost of Directors attending seminars, lectures, trade displays, associated Club functions and other similar events may be determined by the Board from time to time.
 - (f) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet, or similar device) being made available to directors in respect of their duties as directors.
2. That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the members hereby approve an honorarium be paid to the Chairperson of the Board for services as the Chair of the Board until the next Annual General Meeting with such Honorarium to be in the amount of twelve thousand dollars (\$12,000) and to be paid in monthly instalments for services for the previous month but only when those services are actually provided and further provided that if the Chairperson is absent for a period of 3 or more months without receiving any honorarium and another Director or other Directors fill the role of Chairperson in his/her absence then, provided that Director or those Directors carry out the role of Chair as set out in the Club's Board Charter, they shall be entitled to receive the monthly instalment of the honorarium otherwise payable to the Chairperson instead of receiving the monthly instalment of the honorarium otherwise payable to Directors of the Club.
3. That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the members hereby approve an honorarium be paid to the Chairperson of the Audit Risk & Finance Committee of the Board (also known as The Treasurer) for services as the Chair of that committee until the next Annual General Meeting with such honorarium to be in the amount of ten thousand dollars (\$10,000) and to be paid in monthly instalments for services provided for the previous month but only when those services are actually provided.

4. That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the members approve an Honorarium to be paid to each Director, excluding the Chairperson of the Board and the Chairperson of the Audit Risk & Finance Committee, for services as directors until the next Annual General Meeting with such honorarium to be:
- (a) two hundred & fifty dollars (\$250) per month; or
 - (b) five hundred dollars (\$500) per month if the Director is elected to a subcommittee of the Board (such committees would include, but not be limited to, the Audit Risk & Finance Committee, Disciplinary Committee, Corporate Governance Committee and Remuneration Committee) and the Director attends a meeting of the subcommittee during the month. For the avoidance of doubt, a director is entitled to a maximum of one Honorarium in respect of duties performed on sub committees.
5. That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the members hereby approve the following honorariums being paid to the following officers of the Men's and Women's Bowling sections for services until the next Annual General Meeting (with the honorariums to be paid in agreed instalments):
- (a) Men's President - One thousand three hundred dollars (\$1,300) per annum
 - (b) Men's Welfare Officer - Two hundred dollars (\$400) per annum.
 - (c) Occasional Men's Bowls Secretary and Occasional Men's Assistant Bowls Secretary - up to Seventeen hundred dollars (\$1,700) per annum each which will be paid by weekly instalments of \$100 but only when the services are required by the Board or the Chief Executive Officer and are actually provided) and not paid in weeks when the services are not required and not provided. Under no circumstances shall the payment exceed \$1,700 per annum for either of the 2 positions.
 - (d) Men's Chairman of the Match Committee - Five hundred dollars (\$500) per annum
 - (e) Men's Members Representative- Five hundred dollars (\$500) per annum
 - (f) Men's Chairman of Selectors (only if there is no Bowls Co-Ordinator) - Five hundred dollars (\$500) per annum.
 - (g) Women's President - One thousand four hundred dollars (\$1,400) per annum
 - (h) Women's Secretary - One thousand two hundred dollars (\$1,200) per annum
 - (i) Women's Treasurer - One thousand dollars (\$1,000) per annum
 - (j) Women's Vice President (2 positions) - Three hundred dollars (\$300) each per annum
 - (k) Women's Chair of Match Committee - Five hundred dollars (\$500) per annum

- (l) Women's Chair of Social Committee - Three hundred dollars (\$300) per annum
- (m) Women's Social Committee (2 positions) - Two Hundred dollars (\$200) each per annum
- (n) Women's Chair of Selectors - Three Hundred dollars (\$300) per annum
- (o) Women's Selector (2 positions) - One hundred and fifty dollars (\$150) each per annum
- (p) Women's Welfare Officer - Two hundred dollars (\$200) per annum

Member Correspondence: 10th October 2025. Ray Travers will discuss letter at AGM.

ELECTION NOTICE

Life members and financial Bowling members of the Oak Flats Bowling and Recreation Club are eligible to stand for election to the Board of Directors of the Oak Flats Bowling and Recreation Club Ltd provided they meet the eligibility conditions detailed in the Clubs Constitution.

Two directors have their terms expiring Neil Dawson and Don Brown and there are two positions vacant.

Information in relation to the Election of Directors can be found in the club's constitution and on the Club's Notice board or by contacting the Club.

Dated 18th November 2025

Oak Flats Bowling and Recreation Club:
By direction of the Board of Directors

Debbie Organ
Chief Executive Officer

Copies of the club's financial reports will be available on the Club's website.
Annual report is being prepared.