

**Kotara Bowling & Recreation Club Co-Operative Limited**  
**Minutes of Annual General Meeting Sunday 11<sup>th</sup> September 2022**

- Meeting Held:** Kotara Bowling & Recreation Club, 2 Howell St, Kotara NSW 2289
- Meeting Opened:** 9.04 am
- Chairperson:** Mr. R Muir
- Attendance:** Mr. B Hamilton (Secretary Manager), Mr. N. Nancarrow (Cutcher & Neale), and 49 financial members as per Attendance Book
1. **Apologies:** G. Gairns, G. Wilks, J. Matthews, D. Bradbury, M. Henry, M. Ticehirst, T. Drinkwater, G. Wright, J. Hamill, G. Dodds, G. Lott, A. Wilks and T. Hines.

**2. Obituaries:**

A minute's silence was observed as a mark of respect for members who passed away during the past year. The passing of the following members was observed Colin Thorpe (Former Club President), Geradus Ohm, Claire Kirsopp, Kenneth Pead, Frank Hughes, George Parkin, Janice Cross, Catherine Gower, Sonya Wiseman and Gaye Essex. Ray Robinson was acknowledged by the meeting who passed away the previous year.

**3. Minutes from previous meeting:**

Minutes from the AGM held on Sunday November 14, 2021 were tabled.  
**Moved G. Milburn / W. Roach the minutes be accepted as tabled.**

**Motion Carried.**

**4. Consideration of Annual Financial Statements**

Mr. Nick Nancarrow from Cutcher & Neale addressed the meeting and proceeded to provide a detailed commentary to the meeting on the Financial Performance, Financial Position and Cashflows for the year ending 30 June 2022. COVID-19 continued to significantly impact the financial performance and position of the Club and it is difficult to compare the last 2 years. Particular attention was draw to a disclosure included in the annual financial reports regarding 'Going Concern' of the Club with some uncertainty the Club will be able to pay its debts as and when they become payable.

There were no questions of Mr. N. Nancarrow in relation to the financial reports for the year ending 30 June 2022.

**Moved D. Cross / K. White the Annual Financial Statements for the Year Ending 30 June 2022 be accepted as tabled and discussed.**

**Motion Carried.**

**5. Presidents Report**

Mr. R. Muir tabled his report as published on the Club's website and included in the members' handout package distributed at the beginning of the meeting. Further comments were shared in relation to the details and progress surrounding the outstanding lease with Newcastle Council.

**Moved B. McLeod / R. Hinds the President's Report be accepted.**

**Motion Carried.**

### **Secretary Manager's Report**

The Secretary Manager, Mr. B. Hamilton, tabled his report as published on the Club's website and included in the members' package distributed at the beginning of the meeting. Further comments were shared highlighting concerns of the impact of ongoing financial losses on the future of the Club, the decision to introduce new caterers, closure of a bowling green and the question about the members' thoughts on amalgamation.

**Moved H. Unsted / D. Pickett the Secretary Manager's Report be accepted as tabled.**

**Motion Carried.**

## **6. Consideration of Allowances**

The resolutions were tabled and read for consideration of the meeting;

### **FIRST RESOLUTION**

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$5,000.00 until the next Annual General Meeting of the Club for the following activities of directors.
  - (i) The reasonable cost of a meal and beverage for each director immediately after a board or committee meeting on the day of that meeting when that meeting corresponds with a normal meal time.
  - (ii) Reasonable expenses incurred by directors in travelling to and from directors meetings or other duly constituted committee meetings as approved by the board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
  - (iii) Reasonable expenses incurred by directors in relation to such other duties including entertainment of special guests of the Club and other promotional activities performed by directors which activities and the expenses there from are approved by the board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are directors of the Club.

**Moved G. Milburn / S. Hudson the First Resolution for Allowances be approved by the members of the Club.**

**Motion Carried.**

### **SECOND RESOLUTION**

That pursuant to the Registered Clubs Act:

(a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$5,000.00 for the professional development and education of directors until the next Annual General Meeting and being:

- (i) The reasonable cost of directors attending ClubsNSW Annual General Meeting, seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time:
- (ii) The reasonable cost of directors attending other Registered Clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are directors of the Club.

**Moved D. Cross / B. McLeod the Second Resolution for Allowances be approved by the members of the Club. Motion Carried.**

### **THIRD RESOLUTION**

That the pursuant to the Registered Clubs Act the members approved that payment of the following Honoraria for the forthcoming year:

- (i) President's Honorarium \$2,200.00
- (ii) Vice President's Honorarium \$ 660.00 each
- (iii) Director's Honorarium \$ 440.00 each

**Moved W. Roach / D. Cross the Third Resolution for Allowances be approved by the members of the Club. Motion Carried.**

## **7. Special Resolutions**

### **First Special Resolution**

That the Rules of Kotara Bowling and Recreation Club Co-op Limited by amended by:

(a) **Deleting** Rule 18 (b) (i) (E) and in lieu thereof **inserting** the following new Rule 18 (b) (i) (E):

*“(E) Free member;”*

(b) **Deleting** Rule 18 (b) (i) (F) and in lieu thereof **inserting** the following new Rule 18 (b) (i) (F)

*“(F) Social member;”*

(c) **Deleting** Rule 18 (c) (i) (E) (I) and in lieu thereof **inserting** the following new Rule (c) (i) (E)

*“(E) **FREE MEMBER***

*(I) Free member shall mean a person who has been admitted or transferred to Free membership of the co-operative.*

- (II) *Free members shall be entitled to enter the Club premises without the need to enter their personal details on each visit as required by Temporary Members Rule 18 (c) (iv).*
  - (III) *The subscription of a Free member will be nil.*
- (d) **Deleting** Rule 18 (c) (i) (F) and in lieu thereof **inserting** the following new Rule 18 (c) (i) (F)

**“(F) SOCIAL MEMBER**

- (I) *Social member shall mean a person over the age of eighteen (18) years who has been admitted or transferred to Social membership of the co-operative.*
- (II) *Social members shall be entitled to:*
  - (1) *subject to Rule 18(c)(i)(F)(III), such playing and social privileges and advantages of the co-operative as may be determined by the Board from time to time; and*
  - (2) *attend and vote at general meetings (including Annual General Meetings) of the co-operative;*
  - (3) *subject to any restrictions in these Rules, nominate for and be elected to hold office on the Board;*
  - (4) *vote in the election of the Board;*
  - (5) *vote on any Special Resolution (including a Special Resolution to amend these Rules);*
  - (6) *propose, second, or nominate any eligible member for any office of the co-operative;*
  - (7) *propose, second or nominate any eligible member for Life membership;*
  - (8) *introduce guests to the co-operative.*
- (III) *Social members shall not be entitled to participate in any bowling competitions conducted by the Zone 2 Newcastle District Bowling Association, Newcastle District Women’s Bowling Association and Bowls NSW Limited.*
- (IV) *The subscription of a Social member shall be less than that of a Bowling member but more than that of a Free member.”*

- (e) **Deleting** Rule 26 (c) and in lieu thereof **inserting** the following new Rule 26 (c)

c. *Social members shall be entitled to vote and shall have one vote.*

**Notes to Members on First Special Resolution**

1. The First Special Resolution proposes to formally incorporate a new category of membership into the co-operative’s Rules known as Free membership and renaming

Gala membership to Social membership while transferring existing Social members to this class will permit them to vote on matters at General Meetings.

2. Free members will be entitled to enter the Club premises without the need to sign in as a visitor or the guest of a member. Other benefits of membership will not be available to Free members including use of bowling facilities, attending General Meetings of members, voting in Director elections, nominating for the Board, member only promotions, member discounts and bonus points.
3. Social members will have less bowling rights than Bowling members but more rights than Free members, the annual subscription of social members will be less than the annual subscription for Bowling members but more than Free Social members.
4. Social Members will be given full voting rights on all matters at General Meetings of Members. This will change where they have only been permitted to vote in the ballot for Directors.
5. The Board recommends this amendment because:
  - (a) The Club needs to remove barriers to attracting new members and drive growth in membership numbers to secure its long term future. A Free membership category will assist to remove barriers to becoming a member.
  - (b) The current Rules of The Club restrict the eligibility of members to vote on matters affecting the Club at General Meetings. Only Bowling Members are eligible to vote. Bowlers make up about 10% - 12% of financial members. To truly reflect the needs of the Club membership, social members should be given the opportunity to contribute.
  - (c) The interests of Bowls is preserved with these changes as The President, 2 Vice Presidents and 1 of the 4 Directors must be a Bowling Member on the Board of Directors. This means 4 of the 7 Directors must be bowling members.

The Triennial Rule protects the Club with rolling 3 year director appointments to permit continuity of leadership and prevent short term disruptor interventions that may clean out the whole Board at one time

**Moved G. Milburn / D. Sharpe the First Special Resolution be approved by the members of the Club. Motion Carried by majority greater than 2/3.**

### **Second Special Resolution**

That the Rules of Kotara Bowling and Recreation Club Co-op Limited be amended by:

**Deleting** Rule 22 (b) (iv) and in lieu thereof **inserting** the following new Rule 22 (b) (iv):

*“22. (b) Members may be required to pay an annual subscription which shall:*

*(iv) vary depending upon the class of membership.”*

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

1. The Second Special Resolution proposes to amend the Club’s Rules removing the minimum and maximum annual membership subscriptions permitted to be set by the Club.

2. The Registered Clubs Act required Licenced Clubs to charge a minimum membership fee of \$2 per year until it was amended in December 2021. Registered Clubs may now offer free membership.
3. If the Fourth Special Resolution is passed, the Club's Rules will be amended to reflect the changes to the Registered Clubs Act.

**Moved D. Sharpe / D. Pickett the Second Special Resolution be approved by the members of the Club. Motion Carried by majority greater than 2/3.**

### **Third Special Resolution**

That the Rules of Kotara Bowling and Recreation Club Co-op Limited be amended by:

**Deleting** Rule 20 (e) and in lieu thereof **inserting** the following new Rule 20 (e):

*"20. (e) The name of every applicant for membership shall be posted on the notice board in a conspicuous place on the co-operative premises by the secretary and shall remain posted for at least fourteen (14) days prior to the date of the meeting of the Board at which the application is to be considered."*

### **Notes to Members on Third Special Resolution**

1. The Third Special Resolution proposes to amend the Club's Rules removing the requirement of The Club to publish the address and occupation of persons applying for membership.
2. The Registered Clubs Act required Licenced Clubs to publish the occupation and address of persons applying to become members until it was amended in December 2021.
3. If the Third Special Resolution is passed, the Club's Rules will be amended to reflect the changes to the Registered Clubs Act

**Moved B. McLeod / R. Hinds the Third Special Resolution be approved by the members of the Club. Motion Carried by majority greater than 2/3.**

### **Fourth Special Resolution**

That the Rules of Kotara Bowling and Recreation Club Co-op Limited be amended by:

**Deleting** Rule 51 (c) and in lieu thereof **inserting** the following new Rule 51 (c):

*"51 (c) Meetings of the Board (including those conducted in accordance with Rule 53 must be held at least once every quarter and may be held as often as may be necessary for properly conducting the business and operations of the cooperative*

### **Notes to Members on Fourth Special Resolution**

1. The Fourth Special Resolution proposes to amend the Club's Rules removing the requirement of The Club Board of Directors to meet every month. Instead, meetings of the Board will only be required once every 3 months.
2. The Registered Clubs Act required Licenced Clubs to conduct a Monthly Board Meeting until it was amended in December 2021. This means that boards are required to meet

once in each of the following quarters: 1 January to 31 March, 1 April to 30 June, 1 July to 30 September and 1 October to 31 December.

3. It is the intention monthly board meetings will continue, however, in the unlikely event a meeting is unable to proceed in any month (eg. December due to Christmas) this Rule change will ensure the Club is not in breach of The Rules of The Club.

If the Fourth Special Resolution is passed, the Club's Rules will be amended to reflect the changes to the Registered Clubs Act.

**Moved W. Roach / K. Doolan the Fourth Special Resolution be approved by the members of the Club. Motion Carried by majority greater than 2/3.**

## 8. Election of Directors

The Chairperson handed the meeting to the Returning Officer Mr. K. Farley.

Mr. K. Farley informed the meeting The Notice of Nominations for positions of President and Director were posted in the Club with the nomination period closing 6pm on Sunday 28<sup>th</sup> August 2022 in accordance with the Rules of the Club.

For the Position of **PRESIDENT** - 1 nomination received.

**ROBERT MUIR** nominated by Alan Blaker and seconded by Lisa Henry.

The nomination form was reviewed and confirmed to be correct and compliant.

**DECLARE ROBERT MUIR PRESIDENT FOR 3 YEAR TERM UNOPPOSED.**

For the Position of **DIRECTOR** - 2 nominations received.

**LISA HENRY** nominated by Robert Muir and seconded by Alan Blaker.

**CHRISTOPHER NEENAN** nominated by Elizabeth Neenan and seconded by Brett McLean.

The Returning Officer informed the meeting there were 2 casual vacancies on the Board of Directors and it is the Board's intention to appoint the unsuccessful candidate to a casual vacancy. The Returning Officer further clarified 1 casual vacancy will remain after this appointment.

The Returning Officer requested a motion to endorse the appointment of the casual vacancy by the meeting for the full remaining term of the director position.

**Moved R. Hinds / S. Hudson the members approve the appointment of the Director to the Casual Vacancy position for the remainder of the full term. Motion Carried.**

**DECLARE LISA HENRY DIRECTOR FOR 3 YEAR TERM.**

**DECLARE CHRIS NEENAN DIRECTOR FOR THE REMAINING 2 YEARS**

Mr K. Farley confirmed with the meeting the current Club Directors to be;

President:	Mr. R. Muir
Vice President:	Mr. A. Blaker
Vice President:	Mr. J. Biscan-Roberts
Director:	Mr. C. Collison
Director:	Ms. L. Henry
Director:	Mr. Chris Neenan

**9. Club Membership Subscription Fees for 2023-24**

**Moved K.Farley / D. Cross the members approve and agree to the Board of Directors determining the Club Membership Subscription Fees for the 2023-2024 financial year.**

**Motion Carried.**

**10. Election of Returning Officer and Deputy Returning Officer**

**Moved H. Usted / S. Hudson nominate Ken Farley as Returning Officer.**

Nomination accepted by Mr. K Farley.

No other nominations received from the floor.

Mr. K Farley elected unopposed.

**Moved S. Hudson / D. Sharpe nominate K. White as Deputy Returning Officer**

Nomination accepted by Mr. K. White.

No other nominations received from the floor.

Mr. K. White elected unopposed.

**11. Appointment of an Auditor**

**Moved B. McLeod / W. Roach the members approve the appointment for a review of the financial reports for the year ending 30 June 2023.**

**Motion Carried**

**12. Election of Publicity Officer**

**Moved H. Unsted / D. Pickett nominate G. Milburn as Publicity Officer.**

Nomination declined by Mr. G. Milburn.

No other nominations received from the floor. Position vacant.

**13. Election of Greens Liaison Officer**

**Moved J. Storrie / D. Pickett nominated Mr. K. Doolan for Greens Liaison Officer.**

Nomination accepted by K. Doolan

**Moved H. Unsted / D. Pickett nominated Mr. B. McLeod for Greens Liaison Officer.**

Nomination declined by B. McLeod.

No other nominations received for the position of Greens Liaison.

Mr. K. Doolan elected unopposed

**14. Election of NDBA Delegates**

**Moved S. Hudson / H. Unsted nominate D. Sharpe as NDBA Delegate.**

Nomination accepted by D. Sharpe

**Moved K. Doolan / D. Pickett nominate H. Unsted as NDBA Delegate.**

Nomination declined by H. Unsted

**Moved K. Doolan / D. Pickett nominate J. Storrie as NDBA Delegate.**

Nomination declined by J. Storrie.

The meeting was informed Mr. J. Matthews expressed his willingness to be appointed as NDBA Delegate. The Chair was unable to accept the nomination as the member was not present at the meeting and written acceptance of a nomination was not in the hands of the Secretary Manager in accordance with the Rules of the Club.

No other nominations received for the positions of NDBA Delegate.

Mr. D. Sharpe elected NDBA Delegate.

**15. Determine the Number of Selectors and the Method of Selection**

**Moved H. Unsted / D. Sharpe the Club appoint 3 selectors.**

**Motion Carried**

**Moved H. Unsted / R. Hinds nominated D. Sharpe as Selector.**

**Moved S. Hudson / D. Sharpe nominate H. Unsted as Selector.**

**Moved K. Doolan / D. Pickett nominate S. Hudson as Selector.**

**Moved D. Pickett / K. Doolan nominate J. Storrie as Selector.**

Nominations accepted by D. Sharpe, H. Unsted and J. Storrie.

Nomination declined by S. Hudson.

D. Sharpe, H. Unsted and J. Storrie elected as Selectors.

**16. Recommendations to the Incoming Board: Nil**

**17. General Business of which Due Notice has been Given: Nil**

**18. General Business**

**Appointment of Patron**

**Moved S. Hudson / G. Milburn nominated Mr. Gary Wright for Club Patron**

Nomination accepted by Mr. Wright.

No other nominations received for the position of Patron.

Mr. G Wright appointed as Patron.

**Appointment of Games Organisers**

**Moved S. Hudson / D. Pickett nominate B. McLeod as Games Organiser.**

Mr. B. McLeod declined nomination as Games Organiser.

No other nominations received for the positions of Games Organiser. Position vacant.

Mr. G. Milburn asked which bowling green is proposed to be closed as mentioned in the President's Report and Secretary Manager's Report. The meeting was informed Green #2 is allocated as a recreational space.

With regards to the Newcastle Council Lease Mr. K. Doolan enquired whether the Board had considered applying pressure to Newcastle Council via Social Media and main stream media such as 'A Current Affair'?

Mr. J Storrie suggested to the meeting ClubsNSW involvement and Bowls NSW Limited involvement for assistance would be beneficial negotiating with Newcastle Council.

Mr. K. Doolan asked whether 'Play on The Green' was still being published and suggested if so galas and tournaments should be advertised and promoted in this publication.

Mr. C. Handley asked Nick Nancarrow of Cutcher & Neale about the \$140,000 Cash at Bank in reference to the \$200,000 loan being used and whether the loss would have been bigger without the loan. It was clarified that loan funds had been used to fund loan repayments as demonstrated in the Statement of Cashflows for the year ending 30 June 2022.

The meeting was asked to discuss the topic of club amalgamation with the following non binding resolution put to the meeting. **Moved R. Muir / J. Biscan Roberts** Should the board need to consider amalgamation are the members supportive of considering expressions of interest for amalgamation? **Vote 50% For the Motion, Vote 50% against the Motion.**

Mr. K. White thanked the President, Board of Directors and Secretary Manager for their efforts and guidance throughout the year in difficult times with COVID and financial restraints.

The President thanked volunteers, members and staff for their efforts and support during the year. The Chair thanked everyone for their attendance and invited the members to enjoy complimentary refreshments and food after the meeting.

**Meeting Closed: 11.14am**