St Johns Park Bowling Club

ST JOHNS PARK BOWLING CLUB LIMITED (ACN 001 067 241)

ANNUAL GENERAL MEETING

SATURDAY 15 NOVEMBER 2025 AT 10.00AM
JAMIESON ROOM SJPBC

Members are requested to attend.

IMPORTANT INFORMATION FOR MEMBERS

This booklet contains information relating to the Annual General Meeting of St Johns Park Bowling Club Limited including:

- Notice of Annual General Meeting
- Business of the Meeting
- Notice of Ordinary Resolutions
- Notice of Special Resolution

BUSINESS:

- To receive and confirm the Minutes of the previous Annual General Meeting held on Saturday, 26 October 2024.
- To receive and consider the Annual Report and Financial Report for the year ended 30 June 2025.
- To consider and, if thought fit, pass Ordinary Resolutions 1, 2 and 3
- To consider and, if thought fit, pass Special Resolution 1

FURTHER BUSINESS:

To discuss any matters of general interest / finance, of which seven (7) days' notice of the matter has been provided to the Club's Group CEO in writing. By providing notice in writing, it will allow the Club to provide a satisfactory response to the matter in question.

1. FIRST ORDINARY RESOLUTION

Proposer: George Humphries **Badge No.:** 252 **Seconder:** Geoffrey Lewsam **Badge No.:** 153

That pursuant to the Registered Clubs Act 1976 as amended:

(a) The members hereby approve expenditure by the Club in a sum not exceeding $110,000 (exclusive of GST) during the period preceding the next Annual General Meeting for the following activities of Directors in their service as members of the Club's Board of Directors:

I. the reasonable cost of meals and beverages for each Director in conjunction with Board or Committee Meetings;

II. attending other registered clubs or gaming venues for the purpose of observing their facilities and methods of operation;

III. reasonable costs or expenses incurred by Directors in relation to attending functions whilst representing the Club with partners where appropriate;

iv. reasonable costs or expenses in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board;

v. reasonable costs or expenses of travelling by either private or public transport to and from Directors or other duly constituted meetings, held within the Club or elsewhere;

vi. reasonable costs or expenses in relation to the provision of uniforms for the use of each Director when representing the Club;

vii. reasonable costs or expenses incurred by Directors in relation to attending presentations to members, other persons or groups acknowledging services deemed by the Directors to be of benefit to the Club and/or the community; and

viii. reasonable costs or expenses in relation to attending functions, dinners, sporting matches, corporate facilities, promotions, events or official functions while representing the Club in its corporate capacity in accordance with any sponsorship agreement or other comparable agreement.

(b) The provision and marking out of car parking spaces for exclusive use of Directors, and such other persons as the Directors shall from time to time approve.

(c) The Club in its commercial dealings from time to time will engage in corporate sponsorships with trade suppliers and/or service providers which may result in the Club being entitled to benefits. These benefits may be in the form of function invitations, dinners, events, sporting matches or the like. The Board is willing to pass on these benefits to our members where appropriate. The members acknowledge that is it not possible to pass on these benefits equally amongst all members. The members also acknowledge that the Board will at all times determine which benefits are to be offered to members equally or will be in the best interest of the Club to represent the Club in its corporate capacity.

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

EXPLANATORY NOTES

Ordinary Resolution No 1. (a) is to have the members in the Annual General Meeting approve an amount

no greater than $110,000 (exclusive of GST) of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

This expenditure (shown in the accounts as "Meals and Drinks Directors") has been incurred by the Club in previous years and has been approved by members each year when the Annual Accounts have been adopted.

The adoption of Ordinary Resolution No. 1 by members will confirm and set an upper limit on the amount to be expended, and other additional benefits directly related to activities of the Club, and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended.

Recommendation: That approval be given to table Ordinary Resolution No. 1 (a) at the 2025 Annual General Meeting to approve an amount no greater than $110,000 (exclusive of GST)of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

2. SECOND ORDINARY RESOLUTION

Proposer: Geoffrey Lewsam **Badge No.:** 153 **Seconder:** George Humphries **Badge No.:** 252

That pursuant to the Registered Clubs Act 1976 as amended:

(a) The members hereby approve expenditure by the Club in a sum not exceeding $160,000 (exclusive of GST) for the professional development, industry research and education of Directors during the period preceding the next Annual General Meeting including:

i. the reasonable costs or expenses of Directors and their partners attending the Annual General Meetings and Annual Conferences of ClubsNSW, Leagues Clubs Australia & The RSL & Services Association.

ii. the reasonable costs or expenses of Directors in relation to accommodation, seminar / conference fees and travel costs, including reasonable out of pocket expenses of Directors attending Annual General Meetings and training seminars of ClubsNSW, Club Directors Institute, or any other recognised association within the Registered Clubs Industry, as may be determined by the Board from time to time;

iii. the reasonable costs or expenses of Directors in relation to attending seminars, lectures, structured study tours, fact finding tours, trade displays, and other similar events which may include overseas travel as may be determined by the Board from time to time;

iv. the reasonable costs or expenses of Directors in relation to attending other conferences and training sessions in relation to their roles and responsibilities under the Registered Clubs Act 1976, the Corporations Act 2001 and any other relevant legislation; and

v. the reasonable cost or expenses of Directors in relation to attending conferences and training sessions in relation to any Mandatory Director Training that is required from time to time.

(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.

EXPLANATORY NOTES

Ordinary Resolution No. 2(a) is to have the members in the Annual General Meeting approve an amount

no greater than $160,000 (exclusive of GST) for the expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events including the Annual General Meeting and Annual Conferences of Clubs NSW and to visit other clubs, to participate in other forms of formal training as recommended in the IPART report on the Industry to the NSW Government, and to ensure that any Directors who may join the Board have every opportunity to increase their knowledge.

This expenditure is to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which our Club conducts its business. This expenditure is shown on the accounts as Directors Expenses.

The adoption of Ordinary Resolution No. 2 by members will confirm and set an upper limit on the amount to be expended and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended.

Recommendation: That approval be given to table Ordinary Resolution No. 2 (b) at the 2025 Annual General Meeting to approve an amount not exceeding $160,000 (exclusive of gst) of expenditure by the Club's Directors in relation of duties performed by the Club's Directors.

3. THIRD ORDINARY RESOLUTION

Proposer: Geoffrey Lewsam **Badge No.:** 153 **Seconder:** William Lottey **Badge No.:** 145

That pursuant to the Registered Clubs Act 1976 as amended:

The members hereby authorise for the period preceding the next Annual General Meeting, payment of the following sums, as honoraria, for the positions named and for the net sums referred to below (exclusive of any statutory deductions) in respect of services rendered to the Club. The members further acknowledge that the honoraria are not available to the members generally but only those members who are elected to the Board of Directors of the Club:

Honoraria per annum

Chairperson	$21,220.00
Vice Chairperson	$15,915.00
Deputy Vice Chairperson (proposed)	$15,915.00
Director	$13,265.00

EXPLANATORY NOTES

Ordinary Resolution No. 3 is to have the members attending the Annual General Meeting approve the amount (specified next to each position) as honoraria for the positions named, in respect of services rendered to the Club.

The SJPBC Group continues to grow with net assets more than $150 million and remains one of the state's leading community focused Club's. The proposed honoraria provided by this Club Group to its Directors this year has been increased by CPI of 3%.

The proposal to increase honoraria is in recognition of the changes to the Club's business as well as the changes to the responsibilities and liabilities the Directors are subject to.

The adoption of Ordinary Resolution No. 3 by members will confirm the amount to be paid to each of the Directors as honoraria and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended.

Recommendation: That approval be given to table Ordinary Resolution No. 3 at the 2025 Annual General Meeting to approve Honoraria for the Board of Directors.

1. SPECIAL RESOLUTION

Proposer: Geoffrey Lewsam **Badge No.:** 153 **Seconder:** William Lottey **Badge No.:** 145

During the past year, the Board appointed Constitution & By Laws Committee in conjunction with the Board of Directors & Senior Management has reviewed the current Constitution. This exercise has been conducted for the following reasons:

- To ensure the Club's Constitution is up to date and compliant.
- To reflect amendments to the Registered Clubs Act (1st December 2021), the Corporations Act (1st April 2022) & the Registered Clubs Code of Accountability.

That the Constitution of St Johns Park Bowling Club Limited be amended by:

Refer to table attached

On behalf of the Board of Directors

David Marsh
Group CEO SJPBC

ST JOHNS PARK BOWLING CLUB LIMITED (ACN 001 067 241)

2025 PROPOSED CHANGES TO THE ST JOHNS PARK BOWLING CLUB LIMITED CONSTITUTION

To be read in conjunction with the Proposed Draft Constitution available on the Club's website at http://www.sjpbowling.com.au/sjpclub/membership/agm-information or at the Club's Reception

Clause No.	Clause Description	Proposed Change/s in Clause	Explanation of Proposed Change/s in Clause
78.	Proceedings at General Meetings	Deletion of Chairman Replaced with Chairperson Deletion of Deputy Chairman Replaced with Vice Chairperson	Grammar correction required
79.	Proceedings at General Meetings	Deletion of Chairman Replaced with Chairperson	Grammar correction required
80.	Proceedings at General Meetings	Deletion of Chairman Replaced with Chairperson	Grammar correction required
81. (a)	Proceedings at General Meetings	Deletion of Chairman Replaced with Chairperson	Grammar correction required
82.	Proceedings at General Meetings	Deletion of Chairman Replaced with Chairperson	Grammar correction required
83.	Proceedings at General Meetings	Deletion of Chairman Replaced with Chairperson	Grammar correction required
84.	Board of Directors	Deletion of Chairman Replaced with Chairperson Deletion of Vice Chairman Replaced with Vice Chairperson Deletion of Treasurer Replaced with Deputy Vice Chairperson	Grammar correction required
87. (d) (i)	Board of Directors	Deletion of Chairman Replaced with Chairperson Deletion of Deputy Chairman Replaced with Vice Chairperson Deletion of Treasurer Replaced with Deputy Vice Chairperson	Grammar correction required
87. (j)	Board of Directors	Deletion of Chairman Replaced with Chairperson	Grammar correction required
87. (t)	Board of Directors	Deletion of Chairman Replaced with Chairperson	Grammar correction required
89. (a)	Powers of the Board	Deletion of Chairman Replaced with Chairperson	Grammar correction required
	Proceedings of the Board	Deletion of Chairman Replaced with Chairperson Deletion of Vice Chairman Replaced with Vice Chairperson	Grammar correction required
99.	Proceedings of the Board	Deletion of Chairman Replaced with Chairperson	Grammar correction required
100.	Proceedings of the Board	Deletion of Chairman Replaced with Chairperson	Grammar correction required
126.	Treasurer	Deletion of entire clause	Board approved deletion