

Information for Members about the Proposed Constitutional Amendment

28 August 2026

This information document has been prepared to assist members in understanding the proposed constitutional amendment dealing with eligibility for election to the Board of North Haven Bowling Club.

The purpose of this document is to explain the effect of the proposed amendment, outline its corporate governance context, and identify some of the considerations that have arisen in the NSW registered club industry more generally.

What the proposed amendment is about

The Special Resolution before members includes amendments to who is eligible to stand for election as a director of the Club.

Under the current Constitution, certain Board positions are restricted to Life Members and Bowling Members. In particular, the positions of Chairperson, Vice Chairperson and Finance Director must be held by Life Members or Bowling Members, and some of the remaining director positions are similarly restricted.

The proposed Special Resolution proposes to remove those category-based restrictions and instead provides that all Club Members, other than Junior Bowling Members, may stand for election provided that they satisfy the other eligibility requirements in the Constitution. Those requirements include continuous membership for three years, financial membership, and compliance with the various statutory and constitutional qualifications applicable to directors.

Accordingly, the amendment does not remove eligibility requirements. Rather, it changes the categories of members from which potential directors may be drawn.

The practical effect is that a member who is a financial Social Member, and who has been a member continuously for at least three years, will be able to stand for election in the same way as a Bowling Member.

Background and governance context

When considering this type of amendment, it is useful to recognise how the nature of registered clubs in NSW has evolved.

Historically, many bowling clubs were primarily sporting organisations. Governance arrangements were often structured around that sporting membership because the bowling membership constituted the overwhelming majority of the Club's members.

Today, many clubs have a very different membership profile.

Club North Haven presently has approximately 208 bowling members and more than 6,000 financial social members. Bowling members represent approximately 3.3% of the total membership of the Club.

Members may regard that fact as relevant in different ways. Some may see it as a reason to support the amendment, while others may take a different view.

However, from a corporate governance perspective, it is a relevant fact because it means the overwhelming majority of the Club's members are drawn from categories that are not currently represented equally in eligibility for some Board positions.

Potential governance considerations

One of the arguments commonly advanced in support of amendments of this type is that they broaden the pool of people available for election as directors.

Modern club governance involves considerably more than oversight of sporting activities.

Boards of registered clubs are now, by and large, responsible for overseeing sophisticated commercial businesses with significant turnover and routinely deal with matters such as strategic planning, capital works, financial oversight, regulatory compliance, employment matters, risk management, technology, community engagement and long term asset management.

As clubs become larger and more commercially sophisticated, there is often a desire to allow members with professional skills in those areas to be considered by the membership for election to the Board, irrespective of whether they participate in the club's foundation sport.

This is not put forward as an argument for or against the amendment. It is simply one of the governance considerations that many clubs have taken into account in recent years when reviewing their constitutions.

Another factor frequently discussed is succession planning.

Many clubs throughout New South Wales have found that recruiting suitable director candidates can become more difficult when eligibility is confined to a relatively small membership category.

Where eligibility is broadened, the potential candidate pool naturally increases.

Whether that is desirable is ultimately a matter for members. However, succession planning and the ability to attract suitable candidates are common reasons why similar amendments have been considered by other registered clubs over the past decade. The time and effort required to properly fulfil the duties of a company director can also be a discouraging factor for some potential candidates.

What the amendments do not change

It is important to note what the amendment does **not** do.

The amendment does not alter the Club's objects. They remain as they are.

It does not diminish the constitutional commitment to bowls.

The amendment does not change who can vote.

The election process remains exactly the same. Members continue to decide who will serve on the Board by voting for the candidates they consider best suited to the position.

The proposal simply changes who may put their name forward as a candidate for election.

Industry practice

As to what other clubs have done, there has been a noticeable trend across NSW registered clubs, particularly clubs that have developed large social memberships, towards skills-based governance models and away from constitutions that reserve director positions exclusively for participants in a particular sporting activity.

There is therefore no single industry model.

The issue for members is not whether the amendment is legally permissible. It is permissible. **Nor is the issue whether bowling interests remain important to the Club. They plainly do and remain an important part of the Club's identity and activities.**

The question for members is whether the future governance of the Club is better served by maintaining the current eligibility restrictions, which reserve the majority of Board positions for a relatively small proportion of the Club's membership, or by allowing members to choose directors from the broader pool of long-standing eligible members.

That is a policy question for the members themselves and one on which reasonable people may hold different views.

This document is intended to assist members by explaining the effect of the proposed amendment and placing it in the context of broader governance practices within the NSW registered club industry.

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