NORTH HAVEN BOWLING & RECREATION CLUB LIMITED

ABN 20 001 045 969

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 71st Annual General Meeting of **NORTH HAVEN BOWLING & RECREATION CLUB LIMITED** will be held on **Sunday, 30 August 2026** commencing at the hour of **10:00am** at the premises of the Club, 1 Woodford Road, North Haven, New South Wales.

Annual Reports are available for collection from the Club, or via download from www.clubnorthhaven.com.au

BUSINESS

The business of the Annual General Meeting will be as follows:

1. Apologies.
2. To confirm the minutes of the previous Annual General Meeting.
3. To receive and consider the Chairman's report, General Manager's report, Directors' report, Financial report and Auditor's report. These reports are available on the Club's website www.clubnorthhaven.com.au and are also available from the Club on request.
4. To consider and, if though fit, pass a Special Resolution (set out below) amending the Constitution of the Club.
5. To declare the results of the election of directors required by the Club's Constitution and to conduct any further elections that may be necessary.
6. To deal with any other business that may be dealt with at the Annual General Meeting.

Life Members, and financial Bowling Members - (male), Bowling Members - (female), Non-Bowling Members - (male), Non-Bowling Members - (female), Sports Member – (male) and Sports Member – (female) (except employees of the Club) are entitled to attend and vote at the Annual General Meeting.

If members have any questions in relation to the financial report then, to ensure the questions are answered at the Annual General Meeting, members are requested to provide written notice to the General Manager no later than **5.00pm on Friday, 28th August 2026.**

Special Resolution

That the Constitution of North Haven Bowling & Recreation Club Limited be amended by:

- *deleting the word "Chairman" wherever appearing and inserting the word "Chairperson" instead*.
- *inserting the following new definition in alphabetical order in Rule 2:*

  *"**Executive Committee**" means the Chairperson, Vice Chairperson and Finance Director of the Board.*
- *deleting existing Rules 32 to 37 in their entirety and inserting instead the following new Rules 32 to 35:*

  32. The business and affairs of the Club and the custody and control of its funds and property will be by a Board of up to nine (9) Directors comprising a Chairperson, Vice Chairperson, Finance Director and six (6) Ordinary Directors.

  33. The Board shall be elected triennially in accordance Schedule 4 of the Registered Clubs Act and this Constitution.

  34. A member who:

  (a) has not been a member of the Club continuously for three (3) successive years as at the date that the member is nominated for election;

  (b) is an employee;

  (c) is currently under suspension (except for a provisional suspension under Rule 22(m));

(d) is not a Financial member;

(e) is disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;

(f) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;

(g) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);

(h) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);

(i) is a director of another registered club; or

(j) does not hold a Director Identification Number on the proposed date of election for the Board,

shall not be eligible to stand for or be elected or appointed to the Board.

35. ChairpersonChairpersonChairpersonChairpersonSubject to Rule 34, all Club members (except Junior Bowling Members) are entitled to nominate for and be elected or appointed as a Director to the Board.

- *inserting after existing Rule 41 the following new Rules 41A and 41B:*

ELECTION OF THE EXECUTIVE COMMITTEE

41A. As soon as practicable following each Annual General Meeting, the Board shall meet and elect from amongst themselves (by a simple majority of votes) the Executive Committee. The directors elected to the Executive Committee shall, subject to the remainder of this Constitution, hold those offices until the conclusion of the next Annual General Meeting.

41B. Following the Board meeting to elect the Executive Committee, the Secretary shall post the names of the directors elected to the Executive Committee on the Club's Notice Board.

- *inserting after existing Rule 58 the following new Rules 58A to 58H:*

MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE

58.A The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.

58.B A quorum for a meeting of the Executive Committee shall be two (2) members.

58.C All decisions of the Executive Committee shall be recorded in minutes signed by the chairperson of the meeting and provided to the next meeting of the Board for noting or endorsement.

58.D The Chairperson shall preside at meetings of the Executive Committee, or in the Chairperson's absence, the Vice Chairperson shall preside.

58.E The purpose of the Executive Committee is to:

(a) facilitate the efficient management of the Club's affairs between meetings of the Board;

(b) assist the Chairperson in ensuring that resolutions of the Board are implemented;

(c) act in urgent situations where it is impracticable to convene a meeting of the full Board; and

(d) provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.

58.F Subject to Rule 58.G, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.

58.G The Executive Committee shall not:

(a) authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;

(b) appoint or terminate the Chief Executive Officer;

(c) make or amend Club policy;

(d) admit, suspend or expel any member unless delegated such power in accordance with Rule 46(a); or

(e) take any action that is inconsistent with a resolution or policy of the Board.

58H In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board.

- *deleting from existing Rules 6 and 75 the words "he is" and inserting instead the words "they are".*
- *deleting from existing Rules 6, 29 and 89 the word "he" and inserting instead the word "they".*
- *deleting from existing Rule 15(a)(ii) the words "he/she so attends" and inserting instead the words "they attend".*
- *deleting from existing Rule 96 the words "he or she is" and inserting instead the words "they are".*
- *making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.*

Explanatory Message to Members regarding the Special Resolution

This explanatory note is intended to assist members in understanding the nature and purpose of those amendments and the reasons why the Board considers it appropriate that they be adopted.

The amendments are primarily directed at:

- improving governance and operational efficiency;
- clarifying existing provisions and removing ambiguity; and
- modernising provisions to reflect current practices of the Club.

The Board considers that these changes are prudent and appropriate to ensure the Constitution remains fit for purpose.

The key areas of amendment are:

(a) Governance and Board Structure

Eligibility and Disqualification of Directors

The Constitution continues to provide that the affairs of the Club are managed by a Board of up to nine (9) directors, comprising:

- Chairperson
- Vice Chairperson
- Finance Director
- Six (6) Ordinary Directors

Importantly, the Constitution is amended to allow all members (except Junior Bowling Members) to nominate for and be elected or appointed as directors of the Club. This amendment enables the Club to draw from a wider range of skills, experience and perspectives within its membership and allows the Board to better reflect the membership of the Club as a whole.

The amendments refine and restate the criteria governing who may stand for, or remain on, the Board. This includes disqualification where a person:

- has not met minimum membership requirements of three (3) successive years membership;
- is not a financial member;
- is under suspension;
- is disqualified under applicable legislation;
- has been convicted of an indictable offence (other than a spent conviction); or
- is a director of another registered club;
- does not hold a Director Identification Number on the proposed date of election for the Board.

The proposed changes strengthen governance integrity, align the Constitution with contemporary regulatory expectations, and provide clearer guidance on decision-making structures within the Club.

(b) Executive Committee and Delegated Authority

The amendments introduce provisions dealing with the Executive Committee, including:

- its role in facilitating the efficient management of the Club between Board meetings;
- its capacity to act in urgent circumstances; and
- express limitations on its powers (for example, it cannot appoint the CEO or approve major expenditure without Board authority).

These provisions promote efficiency while maintaining Board oversight and accountability, ensuring that significant decisions remain with the full Board.

(c) General Clarifications and Consistency Amendments

A number of amendments are of a technical or administrative nature, including:

- updating definitions;
- correcting drafting inconsistencies;
- aligning terminology across provisions; and
- removing redundant or outdated clauses.

These amendments ensure the Constitution operates coherently as a whole.

Overall Assessment

The proposed amendments are intended to:

- enhance governance standards;
- ensure compliance with applicable legislation;
- improve operational efficiency; and
- modernise the Constitution.

NOTES TO MEMBERS

1. All Life Members, financial Bowling Members - (male), Bowling Members - (female), Non-Bowling Members - (male), Non-Bowling Members - (female), Sports Member – (male), Sports Member – (female) (except employees of the Club) are entitled to attend and vote at the Annual General Meeting.
2. To be passed, the Special Resolution must receive at least three quarters (75%) of the votes in favour from those members who being eligible to do so, vote in person at the meeting.
3. As a result of the provisions of the Corporations Act 2001, the Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. Members of the Club, who are Junior members or employees of the Club, cannot vote at the meeting.
5. Proxy Votes are not allowed under the Registered Clubs Act 1976.
6. Please direct any question or concerns about the Special Resolution to the General Manager of the Club, if possible before the meeting.

ELECTION OF DIRECTORS

Notice is also given that if more nominations have been received than positions available, the election of directors required by the Club's Constitution will be conducted in the Paradise Room at the Club on the following days and at the following times:

1. Wednesday, 26 August 2026– 2:00pm to 6:00pm
2. Thursday, 27 August 2026– 2:00pm to 7.00pm
3. Friday, 28 August 2026 – 2:00pm to 6.30pm.

Life members, financial Bowling members , financial Non-Bowling members and financial Sporting members of the Club are entitled to attend and vote in the election of the directors. However, members will need to produce a current membership card before they will be issued with a ballot paper.

If you are unable to attend and vote at these times, you may apply in writing for a postal ballot. A postal ballot paper will be issued to you. A postal ballot paper must be returned and received by the Returning Officer (in the hands of the Returning Officer) by **6.30pm** on **Friday 28 August 2026**. Any postal ballot not received by that time will be invalid.

Dated: Friday 7th August, 2026

By direction of the Board

Tim Harris - General Manager