



Responses to Members Questions on the Draft Constitution for Discussion at the AGM

The constitution has been made available to all members for comment prior to discussion at the AGM.

The comments and responses to those comments are attached for your information as they may answer or clarify some of your questions or concerns.

If not, you will have an opportunity to ask questions at the Constitution Discussion agenda item of the AGM.

The Board believes that the work on the constitution is at a point where it should be referred for legal advice.

The constitution is still open to amendments and will need to be referred for legal advice again for finalisation prior to voting at a General Meeting and submission to Fair Trading for registration.

The Board has included an AGM agenda item for constitution discussion. At the end, of the discussion, the following motion will be put to the vote to ensure the constitution update keeps moving forward by the new Board.

'The Board moves that the draft constitution, as discussed today, be forwarded to a legal company experienced in Constitutional law, to review the draft and ensure that it complies with current legislation. This is to occur within 60 days of today's AGM.'

This is not meant to limit further discussion or amendment but to progress the completion of an updated constitution.'

Questions submitted by John Price on behalf of the Stockton Men's Bowling Club

Response to Proposed Constitution Changes V18

11. Application for membership

(iv) Junior Sporting Member, reference should be Junior Social Member – Thanks John, I missed that and will make that change.

12. Membership

(b) Maintain active membership – does this mean member would need to play bowls rather than just tick a box to satisfy requirements for being a board member or President

Active membership is of the Club (SBC), not the Bowling Sub Clubs. The only legal requirement is that the nominee is an active 'Club' member, they do not need to be a bowler.

This constitution is the SBC constitution and although it allows for bowling membership, that is an option, not a requirement of Club or Board membership.

(c) Failure to maintain active membership may lead to cancellation of membership (or category) does this mean when a member ticks the box indicating they intend to play bowls and don't they will have their membership category changed?

This only applies to SBC membership, not bowling membership, that's entirely at the discretion of the Sub Clubs. The SBC only converts a member to Bowling Member or otherwise once receiving approval from the Sub Club.

13. Annual Subscriptions

(c) need clarification on meaning

This clause is taken directly from the Fair Trading model. This fee applies to SBC membership, the SBC has nothing to do with bowling membership fees. They are determined by the district, state and national Boards and are only collected by the SBC, not determined by them.

This clause relates to the \$11 membership fee. If the Board chose to charge a green fee or some other type of participation fee, that is an additional charge, not a subscription, eg barefoot bowls or the school program.

15. Social Member

(c) (ii) do not agree with wording.

Suggestion: Utilise selected green for purpose of social bowling activities such as organised Functions and Bare foot activities.

The social bowling activities will be more than functions and barefoot activities. The clause you refer to could be changed to read 'Utilise selected greens for the purpose of social bowling activities'. If we get the equipment grant that we have applied for, the Club will be running school holiday programs and jack attack competitions, not to mention Barefoot Bowls, various social functions and the Travelling, Twilight and Flexi bowlers. During the school holidays, it is hoped that both the synthetic green and green 3 will be used to cater for primary and older school children programs at the same or similar times. These programs will utilise the greens on days and times when they are not being used by the bowlers. The grass is certainly off limits to these groups but as I'm sure the SMBC will realise that there are a lot of times when greens 1 and 3 are not being used.

It was agreed at the group discussion meetings when green fees were being discussed, that as the bowlers were paying minimal green fees, the Club would utilise the greens to raise funds to help cover the remaining greens maintenance costs.

37. (b) President shall be a bowling member. As already discussed any change to this is indirect conflict of the current constitution. As the President has the deciding vote on any business arising it is not appropriate to have a social member have that power.

The Board has a responsibility to all members to ensure the Club can continue operations and follows ClubsNSW recommended guidelines.

I have attached the section regarding Directors and Membership, from the ClubsNSW Constitution Guidelines for the SMBC's information.

We already know that Carrington is changing their constitution to allow Social Members to take the President and Vice President roles because they can't get bowling members to nominate. The reason I know this to be true is because once I've finished work on the SBC constitution, I'm helping Carrington update their constitution to align with ClubsNSW recommendations.

49. Three year term, I assume this would apply to the current board members. Anyone with three or more years cannot stand again this year.

This will apply once the new constitution has been approved and registered. Until then, the current constitution stands and there is no restriction on how long a member can serve on the Board. It will apply to current members, if they are still standing when/if the new constitution goes through but not for the upcoming AGM.

51. Bowling and Other Sub Clubs

There should only be two sub clubs – SMBC and SWBC all other groups should be referred to as Social Groups and not Sub Clubs.

Concern- If we allow any number of sporting groups or others to become a Sub club we could possibly put them in a position where they could effectively out vote the main club and change direction of the club and possibly lose its identity as a Bowling Club.

Your concern with this is valid. The other groups though should be referred to as Social Clubs and Groups because the Travelling Bowlers are a Social Club with a constitution etc, not a group and in time, there may be others. I shall change clause 51 to reflect that.

There appears to be a complete new dispute procedure (assuming the red text are changes?) I would question this procedure as the SMBC have raised a number of concerns which we don't believe have been addressed, it would appear that most have been side stepped in a hope that they just go away?? These responses has left SMBC committee with little confidence or trust.

The new dispute Rule has been taken word for word from the Fair Trading model so I'm not sure why the SMBC is raising concerns. A new 'Complaints Rule 23' has been included which I expected should have allowed for a process that wasn't documented in the current constitution.

If you can let me know what other concerns the SMBC has that haven't been addressed, then the Board will be happy to discuss them with you and if need be, review the new process. The Club is obliged to follow the Fair Trading requirements and that is exactly what has been done. The disciplinary procedures also follow the model.

57. (d) (iii) Returning officer, this is open to interpretation and is still an ongoing issue that has not been recognised by the board and my understanding has not been registered as a Bylaw under the act? Would question the motivation for this proposed change.

At the moment, the current constitution provides that the Returning Officer is elected at the AGM. That means that there is no-one to manage the nominations for the 2021 AGM, which is in conflict with the ClubsNSW guidelines

The legislation, indicates that the Board appoints an Officer to assist the Secretary to manage nominations for the first meeting and the Returning Officer for the meeting votes will be elected at the AGM.

As a Returning Officer wasn't elected at the last AGM, the Board will follow the legislative requirements for 'a first meeting' to accommodate the nominations procedure below.

'The secretary, or an officer nominated by the board, must give details of each person who has been nominated to members with the notice of the annual general meeting.

(8) If the number of nominees exceeds the number of vacancies, the election of directors must be conducted at the meeting by ballot as follows:

(a) A returning officer is elected at the meeting. The directors, the secretary and anyone who has an interest in the election are not eligible to be the returning officer.'

Extract from the ClubsNSW Constitution Guidelines

Legislation is silent on the process for a club to conduct an election of directors.

Below are ClubsNSW constitution guidelines in light of no legislative process.

2 f) In any ballot under this Rule, the Board shall appoint a Returning Officer and at least two assistant Returning Officers who shall also act as scrutineers for the ballot. A candidate in the election shall not be appointed as Returning Officer or as an assistant Returning Officer.

ClubsNSW Guidelines for the Conduct of Board Elections

4. Returning Officer

The role of a returning officer is to conduct, in its entirety, the election for the Board of Directors.

Broadly speaking, this role includes:

- a) preparing the notice inviting nominations;
- b) ensuring the notice is published;
- c) receiving nominations;
- d) acceptance of nominations and declaring formal acceptance when nominations close;
- e) conducting the draw for positions on the ballot paper;
- f) drafting and printing ballot papers;
- g) distributing ballot papers to eligible members;
- h) counting ballot papers; and
- i) providing the result to the club.

A returning officer should not be a candidate for any position being contested in an election.

A returning officer cannot be seen to have any affiliation with or show support to any candidate or group of candidates.

The integrity of an election relies on the ability and complete impartiality of the returning officer. The returning officer may or may not be a member of the Club.

ClubsNSW is currently working with the Department of Gaming and Racing on a procedure for appointing returning officers.

This process can't happen unless that Board appoints a Returning and 2 Assistant Returning Officers.

80. It was my understanding that we were attempting to remove any barriers within the constitution that prevented an operational requirement. With over 80 changes I question why there are some many and what meaning or intent of the wording has been changed.

The constitution has been updated so that firstly, it is a bit easier to read, it aligns with the ClubsNSW guidelines and the updated legislative requirements. There were a number of duplicated and obsolete clauses/functions which have been removed and some of the processes have been updated to reflect current SBC operations. The Board believes that all of the changes, many of them superficial are to the benefit of the Club operations.

In your final paragraph of the explanation notes you are suggesting that the President will need to a financial bowler at his/her cost for a three year period. This doesn't make a good argument given you are only elected on the board for a twelve month period.

I double checked your information incase of a typo and the information provided said 2 years not 3. The SMBC would be aware that bowling members need to be a Club member for 2 years to serve a 1 year term. Currently they need to be a member when they nominate and because the AGM is later in the year, they have to continue their bowling membership for the next year. This applies of any bowling Board member, not only the President.

As previously stated the bowling members not support such a change to allow a Non bowler to be president. I would suggest if we are going to ignore the communication and continually put up barriers to come to an agreed resolution we should postpone all changes until a new board is elected.

The Board must do as it sees best for the entire Club and follow the ClubsNSW recommendations. As mentioned in the attachment, particularly in light of what is happening at Carrington, it has a responsibility to address points that could be identified as problematic for Board members in the future.

If the SMBC has a solution to ensure that there will always be a Bowling member prepared to nominate and accept the position of President for the next 10 or so years, the Board would welcome further discussion with them.

The SMBC also needs to be mindful that they also need to ensure there are 3 other bowlers prepared to be on the Board as the updated constitution still requires 4 bowling members.

Questions from Lynne Slater

Responses to Explanation of the main changes.

First Page (of my printout).

Question: What/how has membership changed. Current knowledge suggests that social membership has decreased and Bowling members have increased. Would be handy to have specific numbers to support discussion.

As at 30 June 2021, the current Club social membership is 2710 compared to bowling membership of 162 (Men and Women combined). I don't have last year's numbers to compare but even if the social numbers declined and the bowling numbers increased, the social members still amount to 94.36% of the total compared to 5.64% for Bowlers membership. If you consider that all members pay \$11, that equates to \$29,810 for social member contributions and \$1,782 for bowling membership to the Club.

Page 2

Board nominations: What is the breakdown of Social members: whose addresses are from the surrounding areas and who are from addresses that indicate that they are NOT local?

The figures provided are as at January 2021 and so not current but they give an indication of the membership spread for a total of 2570 members.

Stockton	Female bowlers	14	Life	5	Male bowlers	62	Social	558	Total	639
Fern Bay	Female bowlers	15	Life	1	Male bowlers	17	Social	444	Total	477
Fullerton Cove	Female bowlers	20	Life	0	Male bowlers	21	Social	127	Total	168
Visitors	Female bowlers	2	Life	0	Male bowlers	5	Social	1278	Total	1285
Overseas	Female bowlers	0	Life	0	Male bowlers	0	Social	1	Total	1

From experience – many social members of Stockton Bowling Club are players – but from other areas. They are registered with Clubs NSW and other Bowling Clubs. We need to maintain our greens and Club to also attract these players.

There are no figures to indicate how many social members bowl but figures from the financial statement indicate only a small number. A large majority that bowl at the Club's social bowling events are bowling members. Barefoot bowls figures are not available. There are no figures to indicate how many visiting bowlers who are bowling members of other Clubs, attend events.

With a Caravan Park that attracts intrastate and interstate visitors, plus visitors to current members, support for the Club is often by non-local bowlers. As well, Social members join to obtain special prices from the Club (drinks etc) not to participate in Club politics.

There are no figures to confirm your statement.

The number of LOCAL members therefore has an impact on those members who are available to be Board Members (reduces the numbers of possible local appointees), to make choices for the Board electees (to support those people who might be thinking of standing, and make decisions about electing members (as they are NOT available to vote).

Following on later – about the President's position as a Bowler or not

Returning Officer Appointment was made by the newly elected Board at the PREVIOUS Annual General Meeting. When will the decision/appointment be made in this new process?

The Board has asked the SWBC and the SMBC to nominate a person who can assist the Secretary/Manager with the Board elections for the 2021 AGM. The SWBC and SMBC have each submitted names. The Men's submission has been accepted and will be appointed by 4 October but the Women's submission was unable to accept the

position and they have yet to provide another name. If another person is not available then the Board will select a suitable person by 4 October. At the 2021 AGM, a Returning Officer and 2 Assistant Returning Officers will be elected under a procedure that conforms to the Clubs NSW guidelines.

Page 3 **Board Member nomination Timeframe**

Agree in principal but when will commence? Example with the three year rotations start from 2021 elections? That will mean that there will be some continuity with some Board members from 2020 to 2022.

The current constitution rules do not determine the Director's tenure. The three year rule will take effect at the first AGM after the proposed constitution has been approved by Fair Trading and adopted by the members.

Board Nominations

See point above about numbers of Social members and Bowling members and the impact of these. In the description provided with this suggestion - the words that not all social members WANT to play bowls does not address the visitors (social members) who DO actually play in Gala/Social days and in competitions held by the Men's and Women's Clubs,

Plus, the Constitution still states that:

Objects – (page 9 of the Constitution)

7. (a) The primary Activity is to promote and conduct the game of bowls

There is a typo in 7(a) that should read '*primary activities are*' **All** of the items in 7(a) are primary activities. There is no restriction on how many primary activities a Club can have but they legally must have at least one.

Another analysis would be to note the activities of members who actually are on the Board, and the position of those members who are actively engaged in voting on the day of the AGM. The percentage of members who actually vote at the AGM is low (about 5%). I would suggest that most voters are Bowling members. (Could these figures be investigated to provide further information for members, please?)

The figures from the 2020 AGM are 65 attendees, 38 of those were bowlers so approximate 59%. The 2019 sheets aren't readily available but approximately 94 attendees and about the same % bowlers/social as 2020.

Can understand the information supplied by Clubs NSW however, most of it does not apply to this Club. This Bowling Club requires supportive numbers of Bowlers to survive. Without those numbers there would be no Bowling at least 6 days per week (with pre and post game activity in the Club), very low numbers actually using the Club (impacting alcohol, food and poker machine intakes), no volunteer support to assist in maintenance. A substantial number of bowlers also are involved in other Club activities such as Craft, Bingo, Poker and Trivia.

The SBC is a Co-operative, with bowling as one of the primary activities, it has gaming, entertainment and a number of other activities that help it survive. The ClubsNSW information is very relevant to the operation of a Co-operative Club. You are correct that Bowlers make up a large number of Club patrons during the week days but social members make up a large number of the club patrons at night and on the weekends which, according to the financial figures is when the main income is derived. The social members that attend the large entertainment events, private functions and play the pokies, generate a lot of income and it's those functions that keep the Club financially viable.

In saying that, the Club also needs the Bowlers. They give the Club life, meaning, volunteer and financial support and that is critical to Club viability but on their own, they do not generate enough funds to stabilise the Club's financial position. Our annual financial report clearly shows that the Club needs both bowlers for their in-kind and weekday support and social members for the evening and weekend patronage. The Board recognizes and appreciates that the bowlers give a lot of voluntary time and effort and that noticeably contributes to reducing the cost of the maintenance and operations of bowling and Club facilities. Without both membership types, the Club will struggle financially as both contributions are critical to the Club survival.

As a Club, we do not address the ability of Club members to actually be either Board Members or the President or Vice President. As there are usually only enough nominees to fill positions, these nominees are usually voted to the position.

Do you have any suggestions for what could be done to improve this situation? At the moment, information on what is required to serve on the Board is distributed in the nomination pack. That information is available to anyone who is interested in being on the Board and all members received that. That fact that there are usually only just enough nominees to fill Board positions, would indicate that most people only want to participate in the Club activities, not take an active role in Club management. It is a very time consuming job and has a lot of responsibility.

As a Bowling Club the activity of Bowling needs to be supported by a relevant positioned person who understands the requirements to maintain the suitable environment for the game. Many Clubs we have visited over the past two years have lost many players because the support for the rinks and the Clubs has not been provided.

Therefore suggest – perhaps look at changing to either the President or Vice President needs to be an ACTIVE Bowling member.

The reason for not insisting that the President or Vice President be a bowler, let alone an Active Bowler, is due to the extremely heavy work load and responsibility of being a contributing Board member. Very few would have the time, especially for those bowlers who are still employed, remembering that most people have families as well.

The Board believes that It should not be mandated, it should be members taking responsibility for their interests.

As background, the two main positions need to have a sound business acumen to understand gaming, licensing, bar regulations, detailed budgets and generally how to manage a Club, not just how to bowl. The other Directors need to understand these points but don't necessarily need to be totally familiar with them. There must be the critical knowledge and skills between all seven Directors, to understand the specifics of running a Club so that together they can make sound business decisions.

In essence you need a Board who has the interests of all of the Club members at heart to ensure it's run as a well operated business. The whole purpose of the Board is to ensure the Club remains financial and stays open.

By not allowing an option of a social member to take a primary role on the Board, the Club may be excluding someone who has very good experience, lots of business contacts or may have been a bowler in a previous life but not now. Social members should not be denied the opportunity to take a lead role if they feel they have the capability and desire to do so. In reality, probably not many would but it should be an option.

You mention that some Clubs lose their bowling identity but that can only happen if Bowlers aren't prepared to serve on the Board or the Club is taken over by a non-bowling entity. While bowlers hold the majority of Board membership, that should not happen if the Board members are doing their job. Our constitution is clear that bowling is a primary activity so by law, that has to be upheld.

The success of the SBC are the members, whether bowling or social, who stand up and take the lead on how the Club operates. Many social members just want somewhere they can come and hangout with their mates, have a few drinks, enjoy a great atmosphere and spend lots of money. That's great because that's what the Club needs to keep afloat. It doesn't matter that they don't volunteer, vote at the AGM or necessarily want to be on the Board.

Responses to document provided of the Constitution

Page 5

The Notice Board needs to be more visible so that ALL members can see the relevant documents. Many Social members would not even know it is there, or its relevance.

That could be something the next Board could consider.

Page 8

A change of name should be discussed by all interested members. A suggestion box could be provided and then a vote on the most popular name/s. As we are a single sport Club, and for ease of current search engines, Bowling should be kept in the name. Visitors need to be able to do a quick, easy search for Bowling, restaurant, Coffee.

Perhaps Stockton Beach Bowling Club.

The current Board definitely agrees that the name should be decided by the membership and it will be a recommendation to the incoming Board to implement a voting system for that to happen. Most Bowling Clubs are moving away from having Bowling in their trading name but that doesn't mean our Club has to.

Page 9

Many of the points brought up in Objects, 7. Need to be addressed as a Club as many of these issues have not been addressed lately, especially a safe environment. Further discussion is needed by the newly elected Board.

I'm not quite sure which issues you are referring to. In regard to the safe environment, a Hazard Substance Management Plan has been undertaken and a Management Plan which includes Risk Management and WHS Plans will be approved at the October Board meeting.

(f) – To hold or ensure suitable arrangements are made for the holding *of Bowling Games* ??? and competitions, and *offer and grant or contribute as appropriate, towards the provision of trophies, awards and distinctions.* **This would be appreciated if it was done!!!! Needs to be addressed as a support for the player community.**

That's difficult If the Club doesn't have the money and recently it hasn't. It would be irresponsible for the Club to spend money on items for a particular membership group at the risk of financial difficulty for the Club as a whole.

Page 14 **Membership:**

(c) ... how is the failure to maintain ACTIVE membership determined? Is this just the remuneration?

It is a legal requirement that to be a member of a Co-operative, ACTIVE membership is mandatory. For a non-distributing Co-operative such as the SBC, payment of a regular subscription to the Club is sufficient to establish active membership. Remembering that membership is to the Club, not the Sub Clubs.

Page 26 **Business of Annual General Meeting**

28 (g) There was a point raised previously that the Board required all questions to the Board to be submitted to the Board at least 21 days prior to the AGM. This point is a positive step.

Page 27 **Retirement and Election of Directors.**

(l) Seems a bit unclear. By which time are the fees, subscriptions and dues need to be paid. For clarity there needs to be a specific time set. If all fees etc. are due by the time of acceptance of nomination then all further points re: election and appointment are no longer required.

The fees are not due by the time of acceptance of nomination, the nominee must be a financial member of the Club at the time of nomination which is 31 July. The Club can only control the Club membership of \$11 which bowlers and social members must pay. The bowling members fees and subscriptions are determined by Bowls Australia and related entity fees timelines. The Club has no jurisdiction over these timelines.

(m) – when is/are the Returning Officer/s to be nominated? There needs to be a timeframe that provides members to see that this has been undertaken with the positions scrutineered, offered and accepted. Independence and non-affiliation are important – yes.

The ClubsNSW direction is very clear that the Returning Officer must undertake the complete election system and that the Board appoints the Returning Officer. The appointment will be done prior to nominations being called.

(q) From 2020 AGM..... what are the suggested rules about someone nominating self “from the floor”? This is not a personal note, but other Clubs do not accept nominations from the floor, but will take the nomination on notice.

This Club accepts nominations from the floor via a proposer and seconder but the required paperwork still needs to be completed before the nomination is accepted.

Page 35 **Board of Directors.**

(b) See previous points for discussion about President. Would still prefer to see the President being a Financial and ACTIVE Bowling member at this stage.

This is not practical.

The four (4) out of the seven (7) directors should be **ACTIVE** bowling members of either the Men’s or the Women’s Bowling Clubs. This is to ensure the longevity and support of the Bowling requirements of the bowling environment.

Consideration for the new constitution if members agree that 4 of the 7 Directors are Active Bowling Members.

Also need a determination of the definition of an ACTIVE MEMBER;

Example: a member of either the Stockton Men’s or Stockton Women’s Bowling Clubs or other determination of a Club registered as a Bowls Playing Club with Stockton Bowling Club who plays Gala/Social or other competitive Bowls representing Stockton Bowling Club at least 12 times per year.

12(b) (i) – (iii) defines an Active member. It is entirely up to the SWBC and SMBC to determine the definition of an Active Bowling Member. Club membership is for membership to the Co-operative and that is defined by legislation. Bowling membership conditions are entirely for the 2 Sub-Clubs to decide. It should be consistent for both Clubs but does not involve the SBC at all. The SBC only manages the funds to the main body.

(e) If any changes are made to the position of the President and/or the Vice President The Executive Committee shall consist of ONE ACTIVE BOWLING MEMBER.

This could be included in the new constitution if agreed by the membership.

Page 36 **Quorum for Board Meetings.**

41 (b) The casual vacancy must be filled by a person who represents a similar position to that being filled. Example an Active Bowler’s position must be filled by an Active bowler.

I’m not sure where the clause above came from.

Below in italics is the Clause from the draft that has been circulated.

(b) A casual vacancy on the Board may be filled by the directors appointing a person or persons to constitute a quorum until the next annual general meeting.

There must be 4 bowlers on the Board so if one resigns and that leaves 3, the replacement must be a bowler but if there were 5 on the Board and one resigns, it wouldn’t necessarily mean that they be automatically replaced by a bowler. Should a Social member Director resign, they could be replaced by either a social or bowling member.

Page 37. **Proceedings of the Board.**

43 (e) Concerned about that this nominated Board Director should be nominated by the WHOLE Board to prevent any suggested points of indirect power?

This is consistent with clause 178 of the Co-operatives (National Adoption of Law) Act 2012. Legal advice would have to be sought on the removal or a change of a legal clause in the constitution.

Question to Travelling Bowlers after their comments on the Constitution

Question

Can you please check the constitution and make sure the sections that relate to the Travelling Bowlers cover their requirements.

Response

The Social Members clause 15 c (ii) covers the Travelling Bowlers as we regard ourselves as a Social Club rather than a fully affiliated Bowling Club. The wording of that clause will allow us to participate on the greens as a constituted club in its own right. I can't see anything under Rules that would affect us.