



1st February 2023

Notice of Annual General Meeting

Notice is hereby given that the 17th Annual General Meeting of Briars at Greenlees Ltd trading as Briars Sports will be held in the Club rooms, Cnr. Ian Parade & Wellbank Street, Concord, NSW, 2137, on Sunday, 26th February 2023, commencing at 10.00am.

Apologies

1. To confirm the Minutes of the 16th Annual General Meeting
2. To receive, consider and if thought fit adopt the Directors Report
3. To receive, consider and adopt the statement of financial performance and statement of financial position for the 12 months ended 30th September 2022, together with the Auditor's Report therein
4. To consider and vote upon a Special Resolution (see attached) to adopt a Proposed New Constitution for the Club (see Explanatory Memorandum attached)
5. Presentation of trophies
6. Declaration of the ballot (if required) for the Directors of the club for 2022-2023
7. Benefits for Directors (please see annexure A)
8. To deal with any business for which due notice has been received
9. General Business

For those members who elected not to receive a copy of the Annual Report, a copy can be viewed on the Clubs website at www.briarssports.com.au

Annexure A

To consider and if thought fit, pass the following:

That members authorise (and declare to be reasonable) the following at the cost of the Club

- A. The provision within the Club's premises of beverages for each Director before and after a Board or Committee Meeting and a meal on the day of such meeting
- B. Reimbursement for reasonable expenses incurred by Directors in travelling to and from a duly constituted meeting, but only as and when specifically approved by the Board as reasonable in the interests of the Club in a particular case
- C. Reasonable expenses incurred by a director in representing the Club including at functions, or by participating in promotional activities in relation to the Club, but only as and when specifically approved by the Board as reasonable in the interests of the Club and on production of evidence of such expenditure
- D. Grants and subsidies to the Briars Sports'
- E. Reasonable presentations to Members and other persons as determined appropriate by the Board to acknowledge service to the Club or to the Club's community
- F. The reasonable cost of the Directors attending the Clubs NSW Annual General Meeting and other Clubs NSW meetings and functions
- G. The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time as being of benefit to the Club and the education of Directors
- H. The reasonable cost of Directors attending other clubs throughout the State for the purpose of observing their facilities and methods of operation, for the purpose of meeting and exchanging ideas with the governing bodies of those other clubs, provided such attendances are approved by the Board as being necessary for the betterment of the Club
- I. Food and drinks for Members attending any General Meeting

Note to the above

Explanatory Note

The current Directors recommend that members pass this resolution

A benefit to a member not available to all members is only permissible if not in the form of money or a cheque or promissory note and if authorised by members at a general meeting in advance.

This resolution will approve benefits which have traditionally been provided in the Club, but which are not equally available to all Members.

In part this resolution is proposed because Directors attend seminars, lectures, trade shows and other similar events, including Clubs NSW meetings, and visit other clubs to enable the Board 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.

Directors' out-of-pocket expenses reasonably incurred while carrying out their duties, can already be authorised by the Board. However, the proposed resolution in the interests of transparency makes disclosure of some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific types of expenses that might be so authorised by the Board, the resolution will acknowledge that expenses of the types proposed are prima facie reasonable.

For transparency, this resolution will also approve expenditure as may be approved by the Board for the financial support of sub-clubs and their activities.

There are at least 12 Board meetings per year and, intermittently, occasions where the Board or a Board member/s is required to attend meetings other than a Board meeting. During the financial year ending September 2022 the cost incurred for the above items totalled \$1,866..

NOTICE OF ELECTION OF DIRECTORS TO THE CLUB

Briars Sports ABN 71 001 029 545

- Nominations for three (3) positions of director of the Club are hereby called for, current directors Kylie Norris and John Price are offering themselves for re-election. Kylie Beckhouse resigned from the Board following the December Board meeting with the vacancy filled by Sarah O'Brien who is also offering herself for election.
- Members considering nomination for election to the Board must attend a Board nomination information session as advised within Clubs NSW best practice guidelines. This course is designed to inform candidates of the role, responsibility and commitment a Board member undertakes. Exact date and time of this course will be advised to nominees
- The following persons are entitled to vote for directors:
 - Class A members (Sporting members)
 - Class B members (Life members)
 - Class C members (social members who, as of the amalgamation date, were Social Members of the Club.)
 - Class E members (Country, Interstate or Overseas members)
 - Class D members (Social members of the Club after amalgamation date) are **ineligible to vote**. Also, ineligible are Junior Members, Honorary Members, Temporary Members and Provisional Members.
- Nominations are to be submitted on the official nomination form, a copy of which can be obtained from the Club's General Manager. Completed and signed nominations may be physically delivered, mailed or electronically scanned and submitted as an email attachment to the Club's General Manager by the close of nominations. Nominations must be received prior to the close of nominations. The onus is on the nominee to ensure their nomination is received by the closing date/time, 12 noon on Sunday 12th February 2023.
- Only Class A and Class B members are eligible for nomination as a Director of the Club provided that the Class A member has been a member for one calendar year immediately prior to the Annual General Meeting. Likewise, only Class A and Class B can propose and second a nomination.
- Duly completed Nomination Forms are to be returned to the Club's General Manager.
- The distribution of 'how to vote' material is not permitted to be undertaken on the premises of the Club.
- Voting will be conducted online.
- Voting will be conducted from Sunday, 18th February 2023. Exact details of the voting timeframe will be provided in the event an election is necessary.
- To assist with the online voting, the Board has appointed an independent Election service provider, Australian Election Company to manage and conduct the post nomination elements of the 2023 election process.
 - Should an Election be necessary, Australian Election Company will send information about the voting process to each eligible Club member, **by email (to those members who have an email address registered with the Club) and by post**. This communication will include step-by-step instructions on how to cast your online vote, a unique, randomly assigned personal password and an online link to the ballot screen and to any details submitted by candidates in support of their nomination.
 - Accessing the voting website and Candidate details will be facilitated if you receive the information by email, so please record your email address with the Club, if you have not already done so.
 - If you do not have access to an internet enabled device, you are welcome to vote at the Club premises during Club opening hours where staff will be on hand to assist if required.
- The By-Law passed by the Board regarding online voting can be found on the club's website.
- If there is an election, voting will be only by online voting; there will be no postal voting at the 2023 Election.
- The Annual General Meeting will commence at 10:00am on Sunday 26th February 2023 in the Clubhouse.

To be able to vote you must retain the unique password contained in either the email or mail by post sent by the Australian Election Company & your membership number

Please update your email and address at www.briarssports.com.au



Notice from the Chairman – Briars Sports

1st February 2023

In 2005 the Briars Sporting Club Limited merged with Greenlees Park Bowling Club Ltd to form Briars Sports. In those subsequent 18 years Briars Sports has gone from strength to strength with increased sporting participation numbers and greatly improved club facilities.

As part of that evolution, the Board has determined that the clubs Constitution requires updating to reflect both the current times and updates to the Registered Club Act over the years. Attached is an Explanatory Memorandum to outline these proposed changes.

Of critical importance is that the playing and promotion of Sport remains as the fundamental cornerstone of Briars Sports existence. As has always been the case, only sporting members will be able to determine the club's future with voting rights.

Please review the Explanatory Memorandum. Should you have any questions or queries please email the General Manager via jason@briarssports.com.au

The adoption of the Constitution is to be put to the members for approval at the upcoming AGM, dated, 26th February.

The Board recommends its approval.

Brett Howle
Chairman

BRIARS AT GREENLEES LIMITED
ABN 71 001 029 545

NOTICE OF SPECIAL RESOLUTION FOR THE ANNUAL GENERAL MEETING

PROCEDURAL MATTERS FOR THE SPECIAL RESOLUTION

1. To be passed, the Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so in person vote on the Special Resolution at the meeting.
 2. The Special Resolution should be read in conjunction with the notes that follow the Special Resolution.
 3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
 4. The Board recommends the Special Resolution and the proposed new Constitution to members.
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SPECIAL RESOLUTION

That the Constitution of Briars at Greenlees Limited (**the Club**) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution of the Club ("**existing Constitution**").

NOTES TO MEMBERS ON THE SPECIAL RESOLUTION

1. The Special Resolution proposes to adopt a new Constitution of the Club to replace the existing Constitution.
 2. Please refer to the Explanatory Memorandum which accompanies this notice as it sets out a summary of the proposed new Constitution and the reasons why it is proposed by the Board.
 3. If members want copies of the proposed new Constitution or the existing Constitution, they can be obtained from the general office.
 4. A copy of the proposed new Constitution and the existing Constitution are also on display on the Club's website.
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Dated: 1st February 2023

By direction of the Board



Jason Parle

General Manager

BRIARS AT GREENLEES LIMITED
ACN 001 029 545
EXPLANATORY MEMORANDUM FOR PROPOSED NEW CONSTITUTION

At the Annual General Meeting of the Club to be held at 10.00am on 26 February 2023, members will be asked to consider a Special Resolution to adopt a new Constitution to replace the existing Constitution of the Club (**existing Constitution**).

This Explanatory Memorandum is to assist members to understand the proposed new Constitution and why it is appropriate to adopt it.

Members who wish to review the proposed new Constitution can inspect it at the Club's noticeboard and it is also prominently on display on the Club's website together with a copy of the existing Constitution. Members may also obtain a copy of the proposed new Constitution and the existing Constitution upon request at the Club's office.

The Club's lawyers have advised that the Club should adopt a new Constitution to replace the existing Constitution in order to be updated to reflect and comply with the requirements of the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, and their respective Regulations.

A summary of the proposed new Constitution and its principal features is set out below. **Significant variations from the existing Constitution are set out in bold.** However, there are many additional new provisions which reflect the requirements of various pieces of legislation which impact on the Club. These have not been set out in bold.

NAME

1. Rule 1 states that the name of the company is Briars at Greenlees Limited.

PRELIMINARY

2. Rule 2.1 states that the Club is a company limited by guarantee and a non-proprietary company.
3. Rule 2.2 provides that the company is established for the purposes set out in the Constitution.
4. Rule 2.3 provides that the replaceable rules referred to in the Corporations Act are displaced or modified as provided in the Constitution.
5. Rule 2.4 provides that the Club must supply a member with a copy of the Club's Constitution if a copy is requested by a member as prescribed by the Corporations Act.
6. Rule 2.5 provides that the Constitution has the effect of a contract between the Club and each member; and between the Club and each Director; and each member and each other member.
7. Rule 2.6 provides that every member must comply with the Constitution and any By-laws of the Club.
8. Rule 2.7 provides that the Constitution shall be read and construed subject to the provisions of the Corporations Act and the Registered Clubs Act.

DEFINITIONS

9. Rule 3 sets out definitions and terms used in the proposed new Constitution.

OBJECTS AND ORIGINAL SUBSCRIBERS

10. Rule 4 sets out the objects for which the Club was established.
11. The objects reflect those in the existing Constitution. However, slight alterations have been made to bring the objects into line with the Liquor Act and Registered Clubs Act.

WINDING UP AND MEMBER'S LIABILITY

12. Rule 5 states that the liability of the members is limited. That limit is two dollars (\$2.00) as set out in Rule 6.
13. Rule 6 provides that each member of the Club undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up and the assets of the Club are insufficient to discharge the liabilities. This undertaking continues for a period of twelve (12) months after the person ceases to be a member.

14. Rules 7.1 and 7.2 provide that on the winding up of the Club, if there remains any assets (after the satisfaction of all debts and liabilities), those assets shall not be distributed among the members but shall be given or transferred to an institution which has similar objects to the Club which is approved by members.

PROPERTY AND INCOME

15. Rule 8.1 provides that the property and income of the Club must be applied solely towards the promotion of the objects of the Club.
16. Rules 8.2 and 8.3 set out specific requirements of the Registered Clubs Act in relation to benefits available to members.
17. Rule 8.4 provides that a director of the Club cannot be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
18. Rule 8.5 provides that the payment in good faith of reasonable and proper remuneration to any officer, employee or to any member of the Club for services actually rendered, or for interest on money lent by the director to the Club or rent on property leased to the Club by the director, is not prohibited.
19. Rule 8.6 specifies that a director shall not receive from the Club remuneration or any other benefit in money or monies worth except by way of an honorarium and for any reasonable out of pocket expenses.

LIQUOR AND GAMING

20. Rules 9.1 and 9.2 provide that liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years in accordance with the Registered Clubs Act and the Liquor Act.
21. Rule 9.3 states that a person under the age of 18 years shall not use or operate the Club's gaming facilities.
22. Rules 9.4 to 9.6 inclusive prohibit a person associated with the Club from receiving any bonuses or remuneration related to the Club's sale or supply of liquor to patrons, or from the operation of the Club's gaming machines.

MEMBERSHIP

23. Rule 10.1 states that no person under the age of 18 years is to be admitted as a member of the Club, other than as a Junior member.
24. Rule 10.2 sets out the categories of Full membership of the Club. **The names of the Constitutional categories of Full membership of the Club have been amended by removing references to "Class A", "Class B", "Class C", "Class D" and "Class E" members respectively. The names of the Constitutional categories of membership are now referred to consistently as "Life members", "Sporting members", "Social members" and "Junior members".** The rights and entitlements of these membership classes remain unchanged.
25. Rule 10.3 provides that persons who are not Full members may be admitted to the Club as Provisional members, Honorary members, or Temporary members.
26. Rule 10.4 provides that the number of Full members having the right to vote in the election of the Board shall not be less than the minimum number of Full members required by the Registered Clubs Act.
27. Rule 10.5 provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution (without the need for a separate special resolution to be passed by members of that class of membership).
28. Rules 10.6 to 10.8 set out the eligibility requirements for and the rights and entitlements of Sporting members. This remains unchanged.
29. Rule 10.10 provides that, subject to any restrictions contained in the Constitution, Social members are entitled to:
 - (a) the social privileges activities and facilities of the Club;
 - (b) attend and vote solely for the election of the members of the Board, but only if they were Social members of the Club or the Briars Sporting Club as at the Amalgamation Date and provided that if they cease to

be a social member at any time and then re-join the Club as a Social member, they will not have the right to vote in the election of the Board.

- (c) propose a person for Social or Sporting membership of the Club provided that any such proposal is formally seconded by a Sporting or Life Member;
 - (d) introduce guests to the Club.
30. Rule 10.12 sets out the terms of membership relating to Junior members, and it remains unchanged. Junior members are those persons under the age of eighteen (18) years and the Board is satisfied that the person:
- (a) is joining the Club for the purposes of playing sport as a member of a sporting sub-club of the Club; and
 - (b) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by a sporting sub-club of the Club;
 - (c) is satisfied that that person will take part in regular sporting activities organised by a sporting sub-club of the Club.
31. Rule 10.15 provides that upon attainment of the age of eighteen (18) years of age, a Junior member shall be transferred to either Sporting membership or Social membership depending on whether or not they remain members of a sporting sub club after attaining the age of 18 years.
32. Rules 10.16 to 10.24 provide that Life members have the same rights as Sporting members but are not required to pay any annual subscription. The Rules relating to Life members remain the same.

Transfer between classes of membership

33. Rule 11 deals with the transfer of members between classes of membership. This reflects the existing Constitution.

Provisional Members

34. Rule 12 deals with Provisional membership in accordance with the requirements of the Registered Clubs Act. Any person may apply for Provisional membership upon completing and submitting the appropriate membership form and paying the membership subscription in advance (if any is applicable). The eligibility requirements and entitlements of Provisional members reflect the existing practice of the Club.

Honorary Members

35. Rule 13 deals with Honorary membership in a way that is consistent with the Registered Clubs Act.

Temporary Members

36. Rule 14 deals with Temporary membership in a way that is consistent with the requirements of the Registered Clubs Act and the existing Constitution and practices of the Club.

ELECTION OF MEMBERS

37. Rule 15 deals with the process of the election of persons to membership of the Club and is consistent with the existing Constitution and the requirements of the Registered Clubs Act.

JOINING FEES, SUBSCRIPTIONS AND LEVIES

38. Rule 16 deals with joining fees, subscriptions, and levies.
39. Subscriptions shall be due and payable on a date or dates determined by the Board from time to time. Renewal notices must be provided to all members.
40. Any person who has not paid his or her subscription by the due date shall cease to be entitled to the privileges of membership of the Club and may by resolution of the Board be removed from membership of the Club.

NON-FINANCIAL MEMBERS

41. Rule 17 clarifies that Non-Financial members cease to be entitled to all of the rights and privileges of membership, which include the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.

REGISTERS OF MEMBERS AND GUESTS

42. Rule 18 sets out the registers the Club is required to maintain in respect of members and guests. This is consistent with the Registered Clubs Act.

ADDRESSES OF MEMBERS

43. Rule 19 requires members to advise the Club of any change in their address and contact details within seven (7) days to ensure compliance with the Registered Clubs Act and to keep records up to date.

DISCIPLINARY PROCEEDINGS

44. Rule 20 deals with powers of the Board to discipline members. The principles of the existing disciplinary proceedings process have been retained.
45. **The disciplinary proceedings process has been updated to allow for the outcome of disciplinary proceedings to be dealt with by the Board either in person or via letter sent to the member's address.**
46. **Rules 20.5 to 20.9 are new provisions which give the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member etc however the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.**
47. **Rule 21 provides that the Board may delegate its disciplinary powers to a disciplinary committee comprising of three (3) directors. The Board retains the power to review a decision of a disciplinary committee provided the Board follows the procedure set out in Rule 20.**
48. Rule 22 clarifies that any member suspended from membership of the Club shall, during the period of suspension, cease to be entitled to all of the rights and privileges of membership. This includes the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.
49. Rule 23 deals with the power given to the Secretary and employees of the Club under the Liquor Act to remove persons from the Club's premises and to prevent that person from returning to the Club. These powers given to the Secretary and employees are no wider than those given under the Liquor Act. Rule 23 reflects the existing Constitution, but it is more comprehensive than the existing Constitution to accord with the Liquor Act.
50. Rule 24 deals with the procedure for a member to resign from the Club.

GUESTS

51. Rule 25 deals with guests of members and reflects the provisions of the Registered Clubs Act. Members remain responsible for the conduct of any guests they may introduce to the Club.

PATRONS

52. Rule 26 states that the Club may appoint patrons from time to time and sets out the membership status of a patron who is not a member. This reflects the requirements of the Registered Clubs Act.

BOARD OF DIRECTORS

53. Rule 27.1 provides that the Board will consist of eight (8) Directors comprising of a Chairperson and seven (7) Ordinary Directors. This is consistent with the existing Constitution.
54. Rules 27.1(b) to (e) clarify that the Board has the power to appoint up to two (2) directors to the Board (Board Appointed Directors) in accordance with the Registered Clubs Act and Registered Clubs Regulations. In this regard:

- (a) The Registered Clubs Act and Registered Clubs Regulations enable boards of registered clubs which have seven (7) or fewer directors to appoint up to two (2) Board Appointed Directors.
- (b) The power to appoint Board Appointed Directors is intended to allow boards to identify persons with particular skills, expertise and experience which may be beneficial to the registered club and allow the Board to appoint those persons to the Board.
- (c) The provisions of the Registered Clubs Act and Registered Clubs Regulations (being the power referred to appoint Board Appointed Directors) will apply irrespective of whether or not the Constitution contains provisions expressly stating the Board can appoint Board Appointed Directors.
- (d) Although it is not legally required to do so, the Board believes that it is prudent for the power to appoint Board Appointed Directors to be incorporated into the Constitution, so members are aware of the provisions and their operation.
- (e) The provisions to be inserted into the Constitution reflect the Registered Clubs Act and Registered Clubs Regulations and do not provide the Board with any powers over and above those contained in the Registered Clubs Act and Registered Clubs Regulations.
- (f) For the avoidance of doubt:
 - (i) The Board Appointed Directors are in addition to the eight (8) directors elected by members or appointed by the Board to fill casual vacancies, provided that there can be no more than 9 directors on the Board (either elected or appointed) at any one time; and
 - (ii) The Board is not required to appoint any Board Appointed Directors, but it may do so if it wishes.
 - (iii) Any person appointed by the Board as a Board Appointed Directors only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in the Constitution.
 - (iv) If a person is appointed to the Board, the Club must, within twenty-one (21) days of the appointment, display a notice on the Club's noticeboard and website stating the reasons for the person's appointment, the person's relevant skills and qualifications and any payments to be made to the person in connection with his or her appointment.

55. Rule 27.2 provides that the Board shall continue to be elected in accordance with the triennial rule.

56. Rule 27.4 provides that only Life members and Sporting members who been continuous financial Sporting members for a period of at least twelve (12) months shall be eligible to nominate for and be elected or appointed to the Board of directors of the Club. This is consistent with the existing Constitution.

57. Rule 27.4 provides the criteria for a member's eligibility to stand for the Board. Rule 27.4 reflects the existing Constitution, but includes a couple of additional eligibility criteria by providing that a member who:

- (a) is an employee; or
- (b) is currently under suspension pursuant to the disciplinary proceedings rules;
- (c) is not a financial member of the Club;
- (d) is disqualified from managing any company under the Corporations Act;**
- (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;**
- (f) is prohibited from being a director by reason of any order or declaration made under the Corporations Act, Liquor Act, Registered Clubs Act or any other applicable legislation;**
- (g) is a current contractor of the Club or a director, secretary, employee, or business owner of a contractor;**
- (h) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board;**

- (i) **is a director of another registered club;**

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

58. **Rule 27.6 is a new Rule which provides that a member is ineligible to be nominated for or be elected or appointed to the Board if that member:**

- (a) **has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or**
- (b) **has at any time been convicted of an indictable offence; or**
- (c) **is a former employee of the Club whose services were terminated by the Club for misconduct.**
- (d) **was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board.**

59. Rule 27.7 provides that any person who is elected or appointed to the Board must complete the mandatory training for directors, as required by the Registered Clubs Act.

60. Rule 27.8 provides that a member is not entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board, as is required by the Corporations Act.

ELECTION OF BOARD

61. Rule 28 retains the principles for the procedure for the election of the Board but updates the Rules to allow for greater flexibility and to accord with the requirements of the Corporations Act and the Registered Clubs Act.
62. Rule 28.5 provides that at the first meeting of the Board after each Annual General Meeting of the Club, the Board shall meet and shall elect from among their number by a simple majority of votes a Chairperson who will hold office as Chairperson of the Club until the conclusion of the next Annual General Meeting, or the next annual Board election as the case may be. This is consistent with the existing Constitution.
63. **Rules 28.7 to 28.9 are new provisions that prohibit electioneering by candidates regarding the election of the Board in the premises and surrounds of the Club. Rule 28.9 provides that nothing in 28.7 shall prevent a candidate duly nominated for election to the Board in accordance with this Constitution from distributing by post or by any electronic means including email and forms of social media, to members written material which is approved by the Board advocating that the candidate be elected to the Board and a photograph of the candidate provided that such approval of the Board shall not be unreasonably withheld.**

POWERS OF THE BOARD

64. Rule 29 deals with the Board's powers. The provisions reflect the existing Constitution and the established practices of the Club.
65. Importantly, the additional restrictions relating to the preservation of the Club's championship standard Bowling Greens remains and is now found in Rule 29.3(k) which provides that the Board shall not sell, exchange or otherwise dispose of or permanently alienate any land, building or asset of the Club, or close down permanently a Bowling Green of championship standard (such standard being the Championship standard set by Bowls NSW Ltd from time to time) without the Sporting and Life members approving such sale, exchange, disposition or permanent alienation of such land by special resolution, and without a prior 75% vote in favour by the Board of such sale, exchange, disposition or permanent alienation of such land, building or asset.

PROCEEDINGS OF THE BOARD

66. Rule 30 deals with proceedings of the Board. The provisions reflect the existing Constitution and there is no broadening of the Board's powers, other than to allow for the powers contained in the Corporations Act and the Registered Clubs Act relating to the use of technology for Board meetings and requiring the Board to meet at least once per quarter, rather than once per month.

67. Rule 30.4 provides that the quorum for a meeting of the Board shall be a majority of the members present (as opposed to '5 members of the Board' as per the existing Constitution). This is a slight change to the wording regarding the quorum requirement, as the change is intended to allow for any casual vacancies that may arise and is still consistent with the principles of the existing Constitution. As a Board meeting will ordinarily consist of eight directors, Rule 30.4 will require five of those eight to be present to constitute a quorum.
68. Rule 30.5 allows the Chairperson at any time and the Secretary upon the request of not less than two (2) directors to convene a meeting of the Board.
69. Rule 30.6 provides that all decisions of the Board are determined by a majority vote. In the case of an equality of votes the chairperson of the meeting has a second or casting vote.
70. **Rule 30.10 allows a meeting of the Board to be called or held using technology consented to by all directors. This is consistent with the Corporations Act and the Registered Clubs Act.**

MATERIAL PERSONAL INTERESTS AND REGISTERED CLUBS ACCOUNTABILITY CODE

71. Rules 31 to 33 inclusive introduce new provisions in relation to corporate governance and accountability for the Club which are consistent with the Corporations Act and the Registered Clubs Act.

REMOVAL FROM OFFICE OF DIRECTORS

72. Rule 34 provides that the members in a general meeting may by ordinary resolution remove any director, or the whole Board, before the expiration of his, her or their period of office and appoint another person or persons in his, her or their place. This Rule reflects the Corporations Act and the existing practice of the Club.

VACANCIES ON THE BOARD

73. Rule 35.1 clarifies how a casual vacancy on the Board arises. Rule 35.3 states that the Board has the power to fill a casual vacancy. Any person appointed to fill a casual vacancy will hold office only until the conclusion of the next Annual General Meeting.

GENERAL MEETINGS

74. Rules 36.1 to 36.43 inclusive relate to the calling and holding of general meetings (and Annual General Meetings) of the Club. The Rules are consistent with the existing Constitution, however, they are more comprehensive than the existing Constitution.
75. The Rules in relation to general meetings reflect the requirements of the Corporations Act.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

76. Rules 36.19 to 36.31 inclusive relate to attendance and voting at general meetings.
77. Only Life members and financial Sporting members can attend and vote at a general meeting and Annual General Meeting of the Club.
78. Proxy voting is not permitted. This is a requirement of the Registered Clubs Act.
79. Every member eligible to vote, either by show of hands or a poll, is entitled to one vote.
80. A member, who is also an employee of the Club, is not permitted to vote. This is a requirement of the Registered Clubs Act.
81. All questions and resolutions (other than Special Resolutions) shall be decided by a simple majority of votes.
82. Voting shall be on a show of hands unless a poll is demanded.

QUORUM AT GENERAL MEETINGS

83. Rules 36.32 to 36.35 inclusive detail the quorum required for general meetings.
84. Rule 36.32 provides that no business may be transacted at a general meeting unless a quorum of members is present.

- 85. Rule 36.33 provides that, at any general meeting (including an Annual General Meeting), twenty (20) members present and eligible to vote will constitute a quorum. This is consistent with the existing Constitution.
- 86. Rules 36.34 and 36.35 set out the procedure to be followed if a quorum is not present.
- 87. Rules 36.40 to 36.43 set out additional rules relating to cancelling and postponing meetings and resolutions, and to enshrine in the Constitution the Board's right to use technology in a general meeting of the Club in accordance with the Corporations Act.

MEMBERS' RESOLUTIONS AND STATEMENTS

- 88. Rule 37 provides for members' resolutions and statements by members.
- 89. Rule 37 also sets out the procedure for members to require the Board to include an item of business or notice of motion in the business of an Annual General Meeting.

MINUTES

- 90. Rule 38 provides that minutes of all resolutions and proceedings at general meetings must be entered in the Minute Book within one month of the meeting and signed by the chairperson of that meeting or the chairperson of the next succeeding meeting.

ACCOUNTS

- 91. Rule 39 deals with the accounts and reporting to members and is consistent with the Corporations Act and Registered Clubs Act.

FINANCIAL YEAR

- 92. Rule 40 provides that the financial year of the Club shall commence on the first day of October in each year and will end on the last day of September in the following year. This is consistent with the existing Constitution.

AUDITOR

- 93. Rule 41 requires the Club to appoint an auditor. The auditor holds office until removed by the members in general meeting or resigns from office or dies. This is a requirement of the Corporations Act.

SECRETARY

- 94. Rule 42 requires the Board to appoint one Secretary who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

EXECUTION OF DOCUMENTS

- 95. Rule 43 deals with execution of documents and the common seal of the Club.

NOTICES

- 96. Rule 44 deals with the requirements of giving notice to members, including by electronic means in accordance with the Corporations Act and the Registered Clubs Act. Where a notice of a meeting is sent by post it shall be deemed to have been effectively served on the member on the day following the posting.

INDEMNIFICATION OF OFFICERS

- 97. Rule 45 deals with the insurance and indemnification of the officers and auditors of the Club in accordance with the Corporations Act.

INTERPRETATION

- 98. Rule 46 deals with the interpretation of the Club's Constitution and it reflects the existing Constitution of the Club.

AMENDMENTS TO CONSTITUTION

99. Rule 47 provides for amendments to the Constitution. The Constitution can only be amended by way of Special Resolution passed at a general meeting of members. Only Life members and financial Sporting members can vote on any Special Resolution to amend the Constitution. This is consistent with the existing Constitution and the existing practice of the Club.

MEETINGS AND VOTING

100. Rule 48 reflects the new requirements of the Registered Clubs Act, which allows the Club to utilise electronic means to distribute documents and hold meetings if the Board determines this to be in the best interests of the Club.

It is hoped that this summary will provide members with sufficient background and information to enable them to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, they are invited to raise their questions with the General Manager who, if necessary, will obtain advice from the Club's lawyers to pass back to the member.

The Board considers the proposed new Constitution as being a significant improvement on the existing Constitution and it recommends that members vote in favour of the Special Resolution. To be passed, the Special Resolution will need votes from not less than three-quarters (75%) of those members who being eligible to do so vote in person at the meeting.

Dated: 31st January 2023



Jason Parle
General Manager

Briars at Greenlees Limited

Annual General Meeting

Minutes of AGM held on 27th February 2022
at Briars Sports.

The 16th Annual General Meeting was declared open by Brett Howle at 10am

PRESENT

As per attendance sheet (35 present)

APOLOGIES

Chris Walker (267), Kate Campbell (521) & Keiron Devlin (4554)

WELCOME

Brett Howle, the chairman of Briars at Greenlees Ltd. welcomes everyone in attendance, including the award recipients and sports committee to the 16th Briars at Greenlees Limited Annual General Meeting. Brett extends a special welcome to the life members present, John Threlfo and Brian Huttly.

Brett declares that there is a quorum in attendance and introduces the members to the Board of Directors.

Matina Moffit (*treasurer*)

John Price

Aaron Boyter

Ric Cilon

Kylie Norris

Kylie Beckhouse

Michael Jaroszewicz

Gary Day (*Club Auditor*)

MINUTES OF PREVIOUS MEETING

Brett Howle moved that the minutes of the 15th Annual General Meeting be received, Approved Michael Jaroszewicz (128), Second John Threlfo (253), Carried.

FORECAST FOR 2022

- In 2021 Briars Sports had to address the challenges of COVID once again. Throughout these challenges the club has remained strong and has a sustainable position with a bright future. Any profits made by the club are distributed to support the sports and improving the amenities of the club for our members.
- Brett acknowledges all the sports participants and volunteers. The last two years have been difficult and trying. It is through the dedication of our volunteers, participants & sports committees, that the sports continue to grow in both Briars junior and senior sports. Brett thanks the sports chairs for driving their respective sports.
- Brett also acknowledges Canada Bay Council for the wonderful sporting facilities they provide and the sponsors, especially Coro 88, who have been very generous with a donation towards Briars junior sports.
- Brett thanks Jason on behalf of the members for managing the club through a challenging year and thanks the senior staff, Ben, Jacinta, Monique, and Sam for their contributions and especially mentions Megan Garcia who was an integral part of the club for 15 to 16 years but has left to pursue a new career.
- Brett thanks Tiffany and Adam from the Backyard, who were particularly affected by the COVID lockdown.
- Brett informs the members that the board has engaged consultants to manage and digitise the club's memorabilia. They will also design & formulate ways to display the memorabilia while maintaining a functional club & commercial environment.
- Brett acknowledges the passing of Mick Laws & Annie Gleeson and their respective contributions to lawn bowls and squash.
- Brett thanks the Board of Directors for their assistance and support throughout the year. The philosophy of the board is to reinvest any additional cash back into the club. Future projects include:
 - a) The kitchen extension and alfresco deck are coming to fruition.
 - b) The board has also submitted a DA to expand the gaming area into the loading dock area and reconfigure the Ted Stockdale Lounge back to what it originally was.

FINANCIAL STATEMENT

By Matina Moffitt – Club Treasurer

- Matina reports that the Club has made a healthy profit, considering that 2021 was a challenging year.
- The cash that the Club has at hand is growing, which has enabled us to continually improve the facilities at the club. Matina is happy to report that the club's cash flow is strong and looks forward to 2022
- The board did not issue a grant to the sports in 2021/22 but ensured the sports that they would assist them directly with any support they needed through the year.
- Currently the club has \$618K cash ready to spend on planned upgrades to the club. The club also still holds a million-dollar loan facility if required.
- Matina acknowledges and thanks Jason and his team for their contribution during the past year.
- Matina thanks the board, the sports treasurers and all the people she has worked with during the past year.

ANNUAL REPORT

- Brett moved that the Annual Report of the Board of Directors be adopted, Approved Anthony Clarke (47), Second John Price (210), Carried.
- Brett Howle moved that the statement of financial performance and statement of financial position for the 12 months ending 30th September 2021, together with the auditor's report be adopted. Approved Paul Roper (2167), Second Rex Thomas (3227)

PRESENTATION OF TROPHIES

JH Stone Trophy	Not Awarded	
Ted Stockdale Trophy	Won By	Kylie Norris (555)
RB Clark Scholarship	Not Awarded	
Cricket Memorial Trophy	Won By	Paul Roper (2167)
Gerard Price Jnr Cricket Trophy	Won By	Roan Fahy
A J Robinson Shield	Won by	David Slater (633)
R D Vanderfield Trophy	Won by	Juliette Triccas
Anne Gleason Junior trophy	Won by	James & William Slade
Geoff Archibald Trophy	Won By	Geoff Coffill (3659)
Gordon Bevan Shield	Won By	Luke Sinai (1218)
Mal Blair & Bill McLaughlin Junior Rugby Trophy	Not Awarded	
Doug Vanderfield Trophy	Won By	Rohan Toole (5003)
Anne Burt Trophy	Won by	Christine Eastlake (1165)
Brian Huttly Trophy	Won by	Maureen Picone (3360)
Phil McAulay Trophy	Won by	Alan Gallagher (1605)
Briars Women's Rugby Trophy	Won by	Kowhai Ruawhar (4877)

DECLARATION OF BALLOT FOR THE DIRECTORS OF THE CLUB FOR 2021/2022

Announced by Brett Howle

- Brett Howle, Matina Moffit & Michael Jaroszewicz were up for re-election by rotation and sought re-election. Brett confirms that there were no other nominations received so Brett, Matina & Mick are declared re-elected.

RESOLUTION OF BENEFITS FOR THE DIRECTORS

- Attached to the notice of AGM was an explanatory notice about the benefits for directors, which allows the board to cover costs of training and attending trade shows.
- The resolution is approved by a show of hands by members.

BUSINESS FOR WHICH DUE NOTICE HAS BEEN RECEIVED

No business arising for which due notice has been received.

GENERAL BUSINESS

- The life blood of Briars Sports rests with those people who are willing to volunteer and make a difference. On behalf of the Board, Brett recommends to the membership attending the AGM, that the club grant life membership to John Price (210). Brett talks to all John's achievements both on and off the field.
- Through a show of hands from members attending the AGM. John Price (210) is granted life membership of Briars Sports. John thanks the board and members for the recognition.
- Gladys Barnes (944) thanks the board, Jason and his staff, Tiffany & Adam and everyone at the Club for their help during the year.
- Peter Sullivan (1728) Peter congratulates John Price on receiving life membership. As president of Briars Social Golf Club, Peter thanks the staff at the club and the board for their support and informs members that the social golf club is growing in membership.

Brett Howle declared the meeting closed at 11:10 am.