



17<sup>th</sup> January 2025

## Notice of Annual General Meeting

Notice is hereby given that the 19<sup>th</sup> 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, 23<sup>rd</sup> February 2025, commencing at 10.00am.

### Apologies

1. To confirm the Minutes of the 18th 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 30<sup>th</sup> September 2024, together with the Auditor's Report therein
4. To consider and, if thought fit, pass the Special Resolutions (set out below) to amend the Club's Constitution.
5. Benefits for Directors (please see annexure A)
6. As per clause 10.19 of the Club constitution the Board has approved a nomination for Brett Howle to become a Life Member of Briars Sports. This may only be conferred at the annual general meeting by a vote of those present
7. Presentation of trophies
8. Declaration of the ballot (if required) for the Directors of the club for 2025-2026
9. To deal with any business for which due notice has been received
10. 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](http://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

*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 2024, the cost incurred for the above items totalled \$3,250.25.*



## Notice from the Chairman – Briars Sports

17<sup>th</sup> January 2025

Please find attached Notice of 2025 AGM of Briars Sports.

The Board recommends approval of the attached Special Resolutions.

In 2005 the Briars Sporting Club Limited merged with Greenlees Park Bowling Club Ltd to form Briars Sports. In those subsequent 19 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 allow for increased social membership to further grow annual revenue. Attached is a document outlining two special resolutions for approval at the upcoming AGM.

Of critical importance is that the playing and promotion of Sport remains as the fundamental cornerstone of Briars Sports existence.

Please review the attached special resolutions complete with explanatory notes. Should you have any questions or queries please email the General Manager via [jason@briarssports.com.au](mailto:jason@briarssports.com.au)

The adoption of these resolutions is to be put to the members for approval at the upcoming AGM, dated, 23<sup>rd</sup> February 2025.

Brett Howle  
Chairman



## BRIARS AT GREENLEES LIMITED

ACN 001 029 545

### PROCEDURAL MATTERS FOR THE SPECIAL RESOLUTIONS

1. To be passed, a 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. Life members and Sporting members can vote on the Special Resolutions.
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 Resolutions to members.

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### FIRST SPECIAL RESOLUTION

That the Constitution of Briars at Greenlees Limited be amended by:

- (a) **deleting** Rule 10.10(b) and **inserting** the following new Rule 10.10(b):
  - (b) *attend and vote at a general meeting (including an Annual General Meeting) of the Club for the purposes of voting in the election of the Board if they:*
    - (i) *have been a financial member of the Club for at least two (2) years immediately preceding the commencement of voting in the election of the Board; and/or*
    - (ii) *were a Social member 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”.*
- (b) **inserting** at the end of Rule 36.19 the words *“Additionally, Social members who satisfy the requirements set out in Rule 10.10(b) are entitled to attend and vote at a general meeting (including an Annual General Meeting) of the Club for the purposes of voting in the election of the Board”.*

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### NOTES TO MEMBERS ON THE FIRST SPECIAL RESOLUTION

1. The Registered Clubs Act requires at least twenty-five per cent (25%) of the Club's members to have the right to vote in the election of the Board (**25% Rule**).
2. Currently, Life members, Sporting members and Social members who were Social members of the Club or the Briars Sporting Club as at the completion of the amalgamation between the clubs can vote in the election of the Board.
3. The Club wishes to significantly increase the number of Social members of the Club.
4. If the Club achieves this goal, it will face difficulties in complying with the 25% Rule unless additional members are permitted to vote in the election of the Board.



5. To ensure compliance with the 25% Rule, the First Special Resolution proposes to allow Social members who have been financial members of the Club for at least two (2) years to vote in the election of the Board.
6. Therefore, if the First Special Resolution is passed, the following members will be entitled to vote in the election of the Board:
  - (a) Life members; and
  - (b) Sporting members;
  - (c) Social members who
    - (i) have been financial members of the Club for at least two (2) years immediately preceding the commencement of voting in the election of the Board; and/or
    - (ii) were Social members of the Club or the Briars Sporting Club as at the completion of the amalgamation between the clubs.
7. Social members will remain ineligible to hold office on the Board and vote on special resolutions to amend the Club's Constitution.

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## SECOND SPECIAL RESOLUTION

That the Constitution of Briars at Greenlees Limited be amended by **deleting** from Rule 14.1(a) the words *'by the Registered Clubs Act or such other greater distance as may be determined from time to time'*.

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## NOTES TO MEMBERS ON SECOND SPECIAL RESOLUTION

1. The Registered Clubs Act was recently amended to remove the restriction on persons who reside within a five (5) kilometre radius of the Club's premises from being admitted to Temporary membership of the Club (**5 Kilometre Rule**).
2. Accordingly, the Second Special Resolution proposes to amend Rule 14.1(a) of the Club's Constitution by deleting the section of the rule which reflects the 5 Kilometre Rule.
3. Therefore, if the Second Special Resolution is passed, a person may only be admitted to Temporary membership of the Club if their place of residence is not less than such distance from the Club as determined by the Board.
4. If the Second Special Resolution is not passed, a person will only be able to be admitted to Temporary membership if they reside more than five kilometres from the Club's premises.

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**Dated:**

**By direction of the Board**

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**Jason Parle**

**General Manager**

# 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 Brett Howle, Matina Moffitt and Michael Jaroszewicz are offering themselves for re-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 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 9<sup>th</sup> February 2025.
- 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, 16<sup>th</sup> February 2024. 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 2025 election process.

Should an Election be necessary, Australian Election Company (AEC) will send information about the voting process to each eligible Club member, **by email or SMS via mobile phone number (to those members who have an email address or mobile phone number registered with the Club). Those members without a registered email or mobile phone number will be able to access passwords via the AEC help desk or via email, and vote via a dedicated screen provided at the Club.**

- 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.
- If there is an election, voting will be only by online voting; there will be no postal voting at the 2025 Election.
- The Annual General Meeting will commence at 10:00am on Sunday 23<sup>rd</sup> February 2025 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](http://www.briarssports.com.au)**