

**NEWCASTLE DISTRICT WOMEN'S BOWLING ASSOCIATION**

NDWBA WEBSITE: <https://newcastledwba.wixsite.com/ndwba>

# NOTICE OF SPECIAL GENERAL MEETING

Pursuant to Bowls NSW previously advised decision to unify the existing 16 Men's Zones and 40 Women's Districts to create 16 Regions, Newcastle District Women's Bowling Association Inc must be wound up.

To facilitate this change, you are advised that a **Special General Meeting** with all member **Clubs' Delegates** of the Association will be held at **RAYMOND TERRACE BOWLING CLUB** on **FRIDAY 3<sup>rd</sup> MAY 2024** at **10:00a.m.**

ATTENDANCE .....  
Current No x NDWBA Clubs = 23

APOLOGIES: .....  
QUORUM: 30% OF CLUBS

The meeting is called to vote on and adopt the following Ordinary Resolutions (2) and Special Resolution (1) – Refer to Explanatory Notes attached.

- ORDINARY RESOLUTIONS (REQUIRES MIN 50% OF VOTE CAST TO BE CARRIED)
- SPECIAL RESOLUTION (REQUIRES MIN 75% OF VOTE CAST TO BE CARRIED)

## RESOLUTIONS

### **Ordinary Resolution 1** Wind-Up Clause Constitutional Adjustment

That the 'Distribution of Property upon winding up' clause of the Newcastle District Women's Bowling Association Inc Constitution be adjusted

From:

*"If upon winding up or dissolution of the District Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid or distributed amongst the Members but shall be paid to **WBNSW** being an organisation having purposes like the purposes of the District Association and which prohibits the distribution of its income and property among its Members and which is also not carried on for the profit or gain to its Members".*

To:

*"If upon winding up or dissolution of the District Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid or distributed amongst the Members but shall be paid to **Bowls NSW** being an organisation having purposes like the purposes of the District Association and which prohibits the distribution of its income and property among its Members and which is also not carried on for the profit or gain to its Members, **or a similar organisation as Directed by Bowls NSW.**"*

<b>ORDINARY RESOLUTION 1</b>	<b>CARRIED</b>	<b>YES</b>	<b>NO</b>
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### **Ordinary Resolution 2**

*"That the members hereby approve the transfer and disposal of all assets, including real property, of **Newcastle District Women's Bowling Association Incorporated** to **Greater Newcastle Bowls Incorporated**, (hereafter referred to as **GNB Inc**) and all necessary steps required to affect the transfer"*

<b>ORDINARY RESOLUTION 2</b>	<b>CARRIED</b>	<b>YES</b>	<b>NO</b>
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### **Special Resolution**

*"That, for the purposes of the Associations Incorporation Act 2009 (NSW) (**Act**), the members hereby approve that:*

1. **Newcastle District Women's Bowling Association Inc** apply to the Commissioner for NSW Fair Trading, Department of Customer Service for cancellation of its registration in accordance with section 72 of the Act;
2. any surplus assets remaining after any initial distribution of assets under the Ordinary Resolution are transferred to **Greater Newcastle Bowls Incorporated** and
3. that the Committee take all necessary steps to affect the cancellation and transfer"

<b>SPECIAL RESOLUTION</b>	<b>CARRIED</b>	<b>YES</b>	<b>NO</b>
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## Annexure 1 - Explanatory notes to Resolutions

### **Ordinary Resolution 1** Explanatory notes

#### **Wind-Up Clause Constitutional Adjustment**

*“That the ‘Distribution of Property upon winding up’ clause of the Newcastle District Women’s Bowling Association Incorporated Constitution be adjusted”*

- This allows for Districts to Transfer their Assets direct from the District to the new Region
- This means that the District assets do not need to be transferred to Bowls NSW upon winding up

### **Ordinary Resolution 2** Explanatory notes

*“That the members hereby approve the transfer and disposal of all assets, including real property, of **Newcastle District Women’s Bowling Association Inc** to **Greater Newcastle Bowls Incorporated**, and all necessary steps required to affect the transfer”.*

- This General Meeting has been called to consider the Ordinary Resolution for the proposed transfer of assets of *Newcastle District Women’s Bowling Association Inc* to *Greater Newcastle Bowls Incorporated*
- The (new) Regional Association has been Incorporated and will govern bowls competitions in the new competition boundary of Greater Newcastle.
- In order to ensure a smooth transition of bowls competitions, existing zone and district associations must transfer all their assets to the newly Incorporated Regional Bowling Association. The Existing Association will transfer its assets to the Regional Association.
- The transfer of assets will be formalised in accordance with an Asset Transfer Deed entered into between the Existing Association and the Regional Association. The Asset Transfer Deed provides, amongst other things, that all assets, including the real property of the Existing Association and its records, will be transferred to the Regional Association on the Transfer Date.
- As communicated by Bowls NSW, the Regional Association for each Region will manage bowls competitions going forwards.
- To continue partaking in competitions in the sport of bowls in the Region, each member must apply for membership of the Regional Association. The Regional Association is now incorporated, and members are encouraged to apply for membership of the Regional Bowling Association promptly. Member Clubs must apply for membership of the Regional Association by completing an online form provided by the Region Secretary. For the avoidance of doubt, Clubs will be members of the Region, not individuals.

### **Special Resolution 1:** Explanatory notes

*“That, for the purposes of the Associations Incorporation Act 2009 (NSW) (**Act**), the members hereby approve that:*

- 1. Newcastle District Women’s Bowling Association Inc apply to the Commissioner for NSW Fair Trading, Department of Customer Service for cancellation of its registration in accordance with section 72 of the Act;*
- 2. any surplus assets remaining after any initial distribution of assets under the Ordinary Resolution are transferred to Greater Newcastle Bowls Incorporated and*
- 3. that the Committee take all necessary steps to affect the cancellation and transfer.”*

1. This General Meeting has also been called to consider the Special Resolution in connection with the proposed voluntary cancellation of the *Newcastle District Women’s Bowling Association Inc*
2. Under the *Associations Incorporation Act 2009 (NSW)*, the Existing Association is required to pass a Special Resolution approving that the registration of the Existing Association be voluntarily cancelled.
3. In the event of any surplus assets still remaining at the time of voluntary cancellation, the Special Resolution also authorises the transfer of those assets as contemplated by the Ordinary Resolution.
4. If approved, application will be made to NSW Fair Trading for the voluntary cancellation of registration of the Existing Association.
5. Once the assets of the Existing Association have been successfully transferred to **Greater Newcastle Bowls Incorporated**, pursuant to an Asset Transfer Deed, the Existing Association is to have its registration voluntarily cancelled.

### 17.4 Voting Procedure

At any meeting a resolution put to the vote shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded and that demand is not withdrawn:

- (a) by the Chair;
- (b) by any Delegate; or
- (c) by the duly appointed representative of WBNSW.

### 17.5 Recording of Determinations

Unless a poll is demanded under Rule 17.4, a declaration by the Chair that a resolution has on a show of hands been or unanimously or by a majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the District Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### GREATER NEWCASTLE BOWLS – 43 CLUBS

- |    |                        |    |                           |
|----|------------------------|----|---------------------------|
| 1  | *Adamstown             | 23 | *Lowlands                 |
| 2  | *Alder Park            | 24 | *Marks Point              |
| 3  | *Bar Beach             | 25 | Mayfield                  |
| 4  | Bayway Village         | 26 | *Mayfield West            |
| 5  | *Belmont               | 27 | *Merewether               |
| 6  | *Beresfield            | 28 | *Nelson Bay               |
| 7  | *Boolaroo              | 29 | *New Lambton              |
| 8  | *Cardiff               | 30 | *Rathmines Memorial       |
| 9  | Carrington             | 31 | *Raymond Terrace          |
| 10 | *Charlestown           | 32 | *Redhead                  |
| 11 | *Dora Creek Workers    | 33 | *Soldiers Point           |
| 12 | East Maitland          | 34 | *Stockton                 |
| 13 | *Edgeworth             | 35 | *Swansea Workers          |
| 14 | *Fingal Bay            | 36 | *Tea Gardens Country Club |
| 15 | *Hamilton North        | 37 | Teralba                   |
| 16 | *Hexham                | 38 | *Toronto Workers          |
| 17 | *Jesmond               | 39 | *Valentine                |
| 18 | *Kahibah               |    | <del>Wattsend</del>       |
| 19 | *Karuah & District RSL | 40 | *Wangi                    |
| 20 | *Kotara                | 41 | *Warner's Bay             |
| 21 | *Lambton Park          | 42 | *Water Board Bowling Club |
| 22 | *Lemon Tree Passage    | 43 | *Windale-Gateshead        |

#### \*Total *District Clubs*

\*Current LMDWBA = 15

\*Current NDWBA = 23