



# Special General Meeting

Thursday 5 March – 5:30pm

## Minutes

126 Market Road

Epsom, 1051

09 524 4150

carltoncornwallbowls@xtra.co.nz

### OPENING:

The Board of Management Chairman (John Upton) opened the Special General Meeting at 5:30pm, welcomed all members and thanked them for their attendance.

John advised the following:

- Purpose of the Special General Meeting is to review and adopt an updated Constitution for the club
- The club's existing Constitution was registered under the Incorporated Societies Act 1908
- The Incorporated Societies Act 1908 has been replaced with the Incorporated Societies Act 2022
- All incorporated societies are therefore required to update their Constitution so that it complies with the Incorporated Societies Act 2022
- Societies need to then submit their updated Constitution and re-register by 5 April 2026
- Bowls New Zealand have provided a recommended Constitution template to assist clubs with the review and updating of their Constitution
- A variety of other bowling clubs have already completed the review, update and re-registration process

### ATTENDEES:

The following members were in attendance at the Special General Meeting:

1	Bev Crowe	11	Kevin Bowdler	21	Norman Ng	31	Jordana Franich
2	Derrick Hodgson	12	Ted Walker	22	Monique Tse	32	Bob Franich
3	Clara Bowman	13	Ian Dee	23	Alan Smith	33	Dolly Welch
4	Bernie Yeo	14	Barry Green	24	John Upton	34	Melanie Swami
5	Helen Blick	15	Mike Carter	25	David Fox		
6	Mate Tolj	16	Geoff Paton	26	Alan Crowe		<b>Non-Voting Observer</b>
7	Terry Kennelly	17	Trevor Kent	27	Patrick Stanaway		Blythe Ball
8	Gerard Hulst	18	Peter Blick	28	Alister Brown		<b>Excluded from Quorum Count</b>
9	**Raymond Mitchell	19	David Ball	29	Colin Boyle	**	Not present for votes undertaken
10	**Mark Brimble	20	Richard Smith	30	Marika Ivanov		

- Carlton Cornwall Bowls currently has 120 Voting Members – it was therefore confirmed that 32 Voting Members were in attendance and therefore the Quorum of 'at least a quarter of the total Voting Members' had been achieved.

### APOLOGIES:

Apologies were conveyed from the following members:

1	Mike Rapson	4	Mary Upton	7	Nick Krajancic
2	Rosary Sellick	5	Lianne Lyons	8	Max Hamilton
3	Marina Green	6	Fila Cooper	9	Noel Aitken

### INTRODUCTION:

John Upton advised that the proposed updates to the Constitution were for compliance purposes and that the existing Constitution had remained predominately unchanged.

The proposed changes also include:

1. New Definitions of membership (to follow Bowls New Zealand)
2. New Discipline and suspension procedures (to follow Bowls New Zealand)



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3. To allow proxy voting at AGM for the voting of President, Vice President and up to Four Board members
4. To clarify term of office for Board members is annually – all 1-year terms
5. To eliminate prescriptive duties for club roles. These can now be determined by the Board
6. The uniqueness of the clubs Investment Fund has been protected and incorporated into the new draft; however, we have added powers to remove / suspend Trustees to be consistent with all roles / office holders of the club.

The proposed changes had been stated in the Notice sent to Members, but in reviewing that document some minor grammatical changes were required – amendment of Society to Societies in Rules 3.3, 25.6, and 31.1.

In addition (to avoid ambiguity) in Rule 26:

26.1 Delete “upon Trust”

26.3 Amend the word Trustee(s) to Committee or Committee members where appropriate

#### Motion:

**Carlton Cornwall Bowls to adopt the previously circulated updated Constitution (dated 5 March 2026), including the previously mentioned amendments, to replace the existing Constitution.**

- **Moved** by John Upton
- **Seconded** by Gerard Hulst

#### **DISCUSSION:**

A variety of related matters were raised by members present:

- Alistair Brown
  - Questioned Rule 6.3.b - That “of Management” be deleted - APPROVED
  - Questioned Rule 26.3.g - That the wording be amended from “shall open an account...” to “shall maintain an account...” - APPROVED
  - Investment Fund
    - Questioned process for selection of Investment Committee
      - Considers selection of Investment Committee should be undertaken at AGM
      - It was noted that the current process of selection being made by Past Presidents, was to provide some degree of separation – believed this would ensure that the Investment Fund would be protected from potential Board ‘Mismanagement’
    - Questioned management of Investment Fund by Investment Committee
      - Considers all the funds should be managed by a professional Investment provider
- Alan Crowe
  - Provided background on the setting up of the Investment Fund
  - Opposed to Proxy Voting being allowed at any/all General Meetings

#### Motion:

**To remove clauses relating to Proxy Voting (Rule 19.14) from Constitution**

- **Moved** by Colin Boyle
- **Seconded** by Mate Tolj
- **Vote** undertaken by show of hands – Unanimously Approved

Note: Rule 19.13 also amended to read “The election of Board Members shall be conducted by secret ballot by those Voting Members attending the meeting” and Rule 19.15.e “No proxy voting shall be allowed for any other voting required at a General Meeting” deleted.

- Questioned Rule 19.8 – that 12 members required to call a Special General Meeting
  - Considers 6 members is sufficient



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- Questioned Rule 8.1 - Life Membership
  - Considers awarding of Life Membership should require minimum of 15 years previous membership
- Club Colours
  - Considers Club Colours of Black & Gold should be maintained
  - It was noted that current uniforms are under review/discussion by the Board
- Richard Smith
  - Noted the priority of meeting was to achieve compliance with Incorporated Societies requirements
    - Considers other changes to the Constitution should be included for discussion in the 2026 AGM
- Ted Walker
  - Asked for clarification on reporting of Investment Fund
    - It was confirmed that Investment Fund included in Club Financial reporting
  - Questioned if a legal review/opinion required for updated Constitution
    - It was noted that no legal review/opinion had yet been sought
- Barry Green
  - Re-iterated the importance of the Constitution and the reliance placed on its contents
- Peter Blick
  - Questioned Rule 30.3 “Distribution upon liquidation or dissolution of the Club”
    - Recommended that this clause should be clarified to give priority (in the first instance) to Bowls Auckland
    - It was noted that the current rule provides several options, with no preference/priority stated

### **CLOSING:**

John Upton confirmed that a selection of items (noted above and included in the Constitution) will be added to the Agenda of the 2026 AGM, so that further discussion could be undertaken.

### **Motion:**

**That the previously circulated Constitution, with the amendments to Rules 6, 19, 26 (as agreed by Members at this meeting) be approved for adoption.**

- **Moved** by John Upton
- **Seconded** by Gerard Hulst
- **Vote** undertaken by show of hands from Members present - YES: 28, NO:3
- *The motion was therefore carried by MAJORITY vote.*

The Chairman thanked all Members for attending and their contribution to the discussion.

The meeting was declared closed at **6.31p.m.**