



CLUB MACQUARIE LIMITED

# ANNUAL GENERAL MEETING NOTICE

# **CLUB MACQUARIE LIMITED**

**ABN: 29 315 070 855**

## **ANNUAL GENERAL MEETING**

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### **AGENDA**

The Annual General Meeting of Club Macquarie Limited will be held on Monday 27th, November 2023, at 6.00pm at the premises of the Club 458 Lake Road Argenton, New South Wales. Members Only will be admitted. Current Financial Membership Cards must be shown at the door.

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### **BUSINESS**

1. Minutes Silence for Past Members.
  2. Apologies.
  3. To Confirm Minutes of the Preceding Annual General Meeting on November 28th, 2022.
  4. Presidents Report.
  5. CEO's Report.
  6. To receive from Directors, Auditors or any Officer of the Club, Reports upon transactions of the Club during the Financial year including Balance Sheet, Trading Account and Profit and Loss Account for the Year Ending June 30th, 2023.
  7. To consider and if thought fit pass the following Ordinary Resolutions.
  8. To consider and if thought fit pass the following Special Resolutions, both Board recommendations, and other Resolutions required to update the Clubs Constitution by Legislation (last done 2017). SEE ATTACHED
  9. To deal with any other Business of which notice has been given.
  10. To deal with any Business the meeting may approve of which due notice has not been given.
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### **FIRST ORDINARY RESOLUTION**

That pursuant to the Registered Clubs Act, the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$30,000.00 from 27th, November 2023 until the next Annual Meeting for the following activities of Directors.

1. The reasonable costs of Directors attending seminars, lectures, trade displays, organised tours and other similar events within Australia as determined by the Board from time to time
2. The reasonable costs of meals and refreshments for the Directors, whilst attending Board and Special Meetings of the Club and when required for duty at a Club Function
3. The reasonable costs of Directors and their spouses attending Functions within the Club annually
4. The reasonable cost of Club Uniform being provided to the Directors

5. Reasonable expenses incurred by Directors in relation to such duties including entertainment of special guests to the Club and other promotional activities performed by Directors, which activities and expenses therefrom are approved by the Board before payment is made on production of receipts or invoices or other proper documentary evidence of such expenditure
6. The reimbursement of reasonable out of pocket expenses incurred by Directors during their duties not covered by any of the preceding paragraphs

The Members acknowledge that the benefits above are not available to Members generally but only to those who are Directors of the Club.

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## **SECOND ORDINARY RESOLUTION**

That pursuant to the Registered Clubs Act the Members hereby approve and agree to the payment of an Honorarium to the President in the amount of \$3,500.00 for the previous twelve months service.

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## **THIRD ORDINARY RESOLUTION**

That the pursuant to the Registered Clubs Act the Members hereby approve and agree to the following payments to Directors from 27th, November 2023, until the next Annual General Meeting

- i. \$35.00 for each Poker Machine Clearance at the Club
  - ii. \$35.00 for attending a Monthly Board Meeting or a Special Board Meeting of the Club
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## **NOTES TO MEMBERS**

- 1) The First Ordinary Resolution is to have the members in general meeting approve an amount no greater than \$30,000.00 for expenditure by the Club in relation to duties performed by the Club's Directors and for Directors to attend seminars, lectures, trade displays, organised fact-finding tours and other similar events within Australia to be kept abreast of current trends and developments which may have significant bearing on the nature and way in which the Club conducts its business.
- 2) The Secondary Ordinary Resolutions is to have members approve an honorarium to the President of \$3,500.00.
- 3) The Third Ordinary Resolution is to approve various payments to the Directors for services rendered to the Club.
- 4) To be passed, the ordinary resolutions must receive votes from not less than 50% of those members who, being eligible to do so, vote in person on the resolution at the meeting.

**Dated: October 16th, 2023      By direction of the Board**

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**Mark Chaffey**  
**Chief Executive Officer**

# CLUB MACQUARIE LIMITED

ABN: 29 315 070 855

## NOTICE OF SPECIAL RESOLUTIONS FOR ANNUAL GENERAL MEETING

**NOTICE** is hereby given that at the Annual General Meeting of **CLUB MACQUARIE LIMITED** which is to be held 27 November 2023 commencing at 6.00pm at the premises of the Club 458 Lake Road, Argenton, New South Wales where the Members will be asked to consider and if thought fit, pass the Special Resolutions set out below.

### PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in its favour from not less than three-quarters of those members who being eligible to do so vote in person on the Special Resolutions at the meeting.
2. The Special Resolutions should be read in conjunction with the notes to members which follow the Special Resolutions.
3. Only Life members and financial Club members are eligible to vote on the Special Resolutions.
4. Under the Registered Clubs Act:
  - (a) members who are employees of the Club are not entitled to vote; and
  - (b) proxy voting is prohibited.
5. Amendments to the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolutions) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the Special Resolutions to members.

### FIRST SPECIAL RESOLUTION

*[The First Special Resolution is to be read in conjunction with the notes to members set out below.]*

That with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2024 and all Annual General Meetings thereafter until otherwise amended, the Rules of Club Macquarie Limited be amended by:

- (a) **deleting** from Rule 55 (b) the words, "*for election of the President, Senior Vice President, Junior Vice President and other Directors*" and replacing them with the words, "*for the election of Directors*".
- (b) **deleting** Rule 55 (f) and **replacing** it with the following new Rule 55 (f):
  - "(f) If the full number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and the remaining positions shall be casual vacancies for the purposes of*

*Rule 84.”*

- (c) **deleting** the words, “*the various positions*” from Rule 55 (g) and replacing them with “election to the Board” and deleting the words, “*any position or positions*” from Rule 55 (h) and replacing them with the words, “*election to the Board*”.
- (d) **deleting** the following words from Rule 55 (n), “*There shall be separate ballots for the positions of President, Vice President and Ordinary Director.*”
- (e) **deleting** Rule 55 (w) and **replacing** it with the following new Rule 55 (w):

*“In the event of two or more candidates receiving an equal number of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.”*
- (f) **inserting** the following new Rules 55 (cc) and (dd):
  - “(cc) *The directors elected to the positions of President and Vice President by the members in the election of the Board held in 2022 shall, subject to these Rules, hold those offices until the conclusion of the Annual General Meeting held in 2024.*
  - (dd) *For the purposes of the election of the Board to be conducted in 2024 and all elections of the Board thereafter:*
    - (i) *Members shall elect directors to the vacancies on the Board; and*
    - (ii) *As soon as reasonably practicable after each Biennial General Meeting, the Board shall elect from amongst themselves a President and a Vice President.*
    - (iii) *The directors elected to the positions of President and Vice President shall, subject to these Rules, hold those offices until the conclusion of the next Biennial General Meeting.”*

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## **Notes to Members on First Special Resolution**

1. The First Special Resolution proposes to amend the method of electing the President and the Vice President, with effect from and for the purposes of the election of the Board to be held in 2024.
2. The Constitution currently provides that members directly elect a President the Vice President and four (4) ordinary directors.
3. If the First Special Resolution is passed, then
  - (a) the directors elected to the positions of President and Vice President by the members in the election of the Board held in 2022 will continue to hold those offices until the conclusion of the Annual General Meeting held in 2024.
  - (b) for the purposes of the election of the Board to be conducted in 2024 and all elections of the Board thereafter:
    - (i) members will elect directors to the Board (but will not directly elect the President or the Vice President); and
    - (ii) as soon as reasonably practicable after each Biennial General Meeting, the Board shall elect from amongst themselves a President and a Vice President.

- (iii) the directors elected to the positions of President and Vice President shall, subject to these Rules, hold those offices until the conclusion of the next Biennial General Meeting.
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## **SECOND SPECIAL RESOLUTION**

*[The Second Special Resolution is to be read in conjunction with the notes to members set out below.]*

That the Constitution of Club Macquarie limited be amended by:

- (a) **deleting** the words, “and the following Rules 56 and 57” from Rule 55 (h).

- (b) **adding** in the following new Rule 55 (ha):

*“At least five (5) days before the commencement of voting, the Club must display a notice on the Club’s website and on the Club noticeboard which confirms:*

- (1) the approved methods of voting – which may include voting by electronic means; and*
- (2) the procedures to be followed for voting;*
- (3) the dates and times when members can vote;*
- (4) any other details which may be required for voting.”*

- (c) **deleting** Rule 56 which provides:

*“(a) Where any eligible ordinary member is for any reason unable to attend and vote within the times and days so nominated by the Returning Officer then such eligible ordinary member may apply in writing to the Returning Officer for a postal vote. An application for a postal vote is to be received by the Returning Officer not later than seven (7) days prior to the first day on which the ballot is to be held.*

*(b) The Returning Officer shall upon receipt of the application for a postal vote forward the necessary ballot papers to the member so applying and it will be the responsibility of the member to ensure that the ballot papers are returned to the Returning Officer not later than the last hour upon which the ballot is open. Any ballot papers received after the time of closing of the ballot as hereinbefore provided shall not be taken into account.*

*(c) The Returning Officer shall on receipt of a postal vote note the member as having voted and shall take the necessary steps to ensure that the name of the person is marked on the Register as having voted.*

*(d) All ballot papers shall be initialed prior to issue or posting by the Returning Officer or Deputy Returning Officer.*

and **inserting** the word “Deleted.”

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## **Notes to members on the Second Special Resolution**

1. Items (a) and (b) of the Second Special Resolution will allow the Board to allow voting using electronic means. The Club would set up a dedicated computer in the Club’s premises and members could vote electronically instead of filling in a ballot paper. There is a growing trend in clubs to allow voting by using electronic means and this change will allow the Club to take advantage of this process.

2. Item (c) of the Second Special Resolution will delete Rule 56 which currently allows members to request a postal ballot if they are unable to attend the Club to cast their vote in the election of the Board.
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### **THIRD SPECIAL RESOLUTION**

*[The Third Special Resolution is to be read in conjunction with the notes to members set out below.]*

That, the Constitution of Club Macquarie Limited be amended by:

- (a) **inserting** the following new Rules 4A to 4D inclusive:

- "4A. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.*
- 4B. The Constitution and By-laws of the Club have effect as a contract between:*
- (a) the Club and each member; and*
  - (b) the Club and each director;*
  - (c) each member and each other member, under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.*
- 4C. Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.*
- 4D. This Constitution shall be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith, those provisions shall be inoperative and have no effect."*

- (b) **inserting** the following new definitions in Rule 5:

*"Code" means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.*

*"Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December."*

- (c) **inserting** the following new Rule 30A:

*"30A. The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the club.*

- (d) **inserting** the following new Rule 33A:

*"33A. A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary*

*membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 43 (c) on the first day that they enter the Club's premises during that period."*

- (e) **deleting** Rules 35 to 37 inclusive and **inserting** the following new Rules 35 to 37 inclusive:
- "35 (a) A person shall not be admitted as a member of the Club unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- (c) The Board or election committee may reject any application for membership without giving any reason.
36. (a) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing, either in hard form or created electronically and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
- (ii) the residential address of the applicant;
- (iii) the date of birth of the applicant;
- (iv) the email address of the applicant;
- (v) the telephone number (if any) of the applicant;
- (vi) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club and is committed to the objects of the Club;
- (vii) the signature of the applicant together with the signature of a parent or guardian in the case of an application for Junior membership;
- (viii) the signature of an eligible Full member as a proposer for membership for the applicant;
- (ix) the signature of an eligible Full member as a seconder for membership for the applicant; and
- (x) such other particulars as may be prescribed by the Board from time to time.
- (b) Except in the case of an online electronic application for membership, every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate subscription (if any); and
- (ii) evidence of photo identification or such other form of identification as determined by the Board.
- (c) Persons wishing to join the Club shall be able to make an application for membership of the Club online by electronic means in such manner as determined by the Board by a by-law from time to time.
- (d) The authorised officer of the Club to whom the application for membership is presented in accordance with (b) above shall compare the particulars of the applicant



as appearing on the application with the particulars of that person as appearing in evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.

- (e) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (d) of this Rule 36 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for (if any), shall become a Provisional member.
- (f) The full name of each applicant for membership whether it is in hard form or created electronically, shall be placed on the Club Notice Board for not less than seven (7) days.
- (g) An interval of at least twenty-one (21) days shall elapse between the Club's receipt of the nomination form (including an electronic nomination form in accordance with 36(c) above) of a person for election and the election of that person to membership of the Club.
- (h) The Club shall not be required to notify a person if they have been elected to membership
- (i) If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.
- (j) A candidate for membership who has their application for membership rejected by the Board (unless such rejection was based on false information supplied to the Board) shall not be able to lodge a further nomination for membership within the period of 12 months from the date that their application for membership was rejected.

37. Deleted."

- (f) **deleting** Rules 38 to 41 inclusive and the heading and **inserting** the following new heading and Rules 38 to 41B inclusive:

"JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 38. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions and other payments (excluding levies) payable by members of the Club.
- 39. In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 40. Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
- 40A. All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
- 41. Any person who has not paid his or her joining fee, subscription, levy or other payment by the due date shall

cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 45 shall not apply to such resolution.

41A. *The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy, or other payment in Rule 40A.*

41B. *The Board shall have power to make charges and levies on Members for general or special purposes."*

(g) **deleting** Rule 43 and **inserting** the following new Rule 43:

*"43. The Club shall keep the following registers:*

(a) *A register of persons who are full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:*

- (i) the name in full;*
- (ii) the address;*
- (iii) the email address;*
- (iv) the telephone number;*
- (v) the date on which the entry of the member's name in the register is made; and*
- (vi) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).*

(b) *A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This Register shall set forth in respect of each of those members:*

- (i) the name in full or the surname and initials; and*
- (ii) the address.*

(c) *A register of persons who are Temporary members (other than Temporary members referred to in Rule 32(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:*

- (i) the name in full or the surname and initials;*
- (ii) the address; and*
- (iii) the signature of the member.*

(d) *A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members within which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:*

- (i) The name in full or surname and initials;*
- (ii) the address;*
- (iii) the date on which the entry of the guest's name in the register is made; and*
- (iv) the signature of the member introducing the guest."*

(h) **deleting** the heading and Rule 44 and **inserting** the following new

heading and Rule 44:

**"NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS**

44 *Every member must advise the Secretary of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details."*

(i) **deleting** Rules 45 to 48 inclusive and **inserting** the following new Rules 45 to 48 inclusive:

"45. *Subject to Rule 46, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:*

- (a) *in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or*
- (b) *is, in the reasonable opinion of the Board;*
  - (i) *guilty of any conduct prejudicial to the interests of the Club; or*
  - (ii) *guilty of conduct which is unbecoming of a member.*

46. *The following procedure shall apply to disciplinary proceedings of the Club:*

- (a) *A member shall be notified of:*
  - (i) *any charge against the member pursuant to Rule 45; and*
  - (ii) *the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;*
  - (iii) *the date, time and place of the meeting of the Board at which the charge is to be heard.*
- (b) *The member charged shall be notified of the matters in paragraph (a) of this Rule 46 by notice in writing at least fourteen (14) days before the meeting of the Board at which a charge is to be heard.*
- (c) *The member charged shall be entitled to:*
  - (i) *attend the meeting for the purpose of answering the charge; and*
  - (ii) *submit to the meeting written representations for the purpose of answering the charge;*
  - (iii) *call witnesses provided that:*
    - (1) *if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and*
    - (2) *the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive*

or disruptive manner).

- (d) *If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.*
  - (e) *If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.*
  - (f) *If the member fails to attend such meeting:*
    - (i) *the charge may be heard and dealt with, and the Board may decide on the evidence before it, and*
    - (ii) *the Board may impose any penalties, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.*
  - (g) *After the Board has considered the evidence put before it, the Board may:*
    - (i) *immediately come to a decision as to the member's guilt in relation to the charge; or*
    - (ii) *advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.*
  - (h) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*
  - (i) *No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.*
  - (j) *The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 46.*
  - (k) *Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.*
  - (l) *The Board may authorize the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.*
47. *If a notice of charge is issued to a member pursuant to Rule 46(a):*
- (i) *the Board by resolution; or*

- (ii) the Secretary (independently of the Board) shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

### **PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING**

- 47A. If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
- 47B. In respect of any suspension pursuant to Rule 47A, the requirements of Rule 46 shall not apply.
- 47C. If the Secretary (or his or her delegate) exercises the power pursuant to Rule 47A, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
  - (a) the member has been suspended as a member of the Club; and
  - (b) the period of suspension;
  - (c) the privileges of membership which have been suspended; and
  - (d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary, the matter be dealt with by the Board pursuant to Rule 45.
- 47D. If a member submits a request under Rule 47C(d):
  - (a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
  - (b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rules 45 and 46.
- 47E. The determination of the Board in respect of the disciplinary proceedings referred to in Rule 47D(b) shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
- 47F. Rule 47A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 49 of this Constitution and the powers contained in section 77 of the Liquor Act.

### **DISCIPLINARY COMMITTEE**

- 47G. The Board may by resolution delegate all of the powers and functions given to the Board by Rule 45 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- 47H. The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 46 save that:
  - (a) a quorum of the Disciplinary Committee shall be

three (3) directors of the Club; and

- (b) all references to the Board in Rule 46 except in Rule 46 (k) shall be read as being references to the Disciplinary Committee.

47I. The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 45 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 46 is followed; and  
(b) the member is notified that the Board is exercising the power under this Rule 47I within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

47J. The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

48. Any Full member whose membership is suspended pursuant to Rules 45, 46 or 47 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or  
(b) participate in any of the recreational, social or sporting activities of the Club or any sub club without the permission of the Board;  
(c) attend or vote at any meeting of the Club or any sub club;  
(d) nominate or be elected or appointed to the Board or the committee of a sub club;  
(e) vote in the election of the Board or any committee of a Sub club;  
(f) propose, second or nominate any eligible member for any office of the Club or any sub club;  
(g) propose, second or nominate any eligible member for Life membership."

(j) **inserting** the following new Rules 54(e)(v) to (xi) inclusive:

- "(v) is an employee;  
(vi) is currently under suspension pursuant to the Constitution;;  
(vii) is not a Financial member;  
(viii) is disqualified from managing any company under the Act;  
(ix) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;  
(x) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered

*Clubs Act or any other applicable legislation;*

(xi) *is a director of another registered club."*

(k) **deleting** from Rule 63 the words "calendar month" and **inserting** the word "Quarter".

(l) **inserting** the following new Rule 71A:

*"In addition to Rule 71, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution."*

(m) **deleting** Rules 73 to 81 inclusive and **inserting** the following new Rules 73 to 81 inclusive:

**73. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

73.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:*

- (a) *declare the nature of the interest at a meeting of the Board; and*
- (b) *comply with Rule 73.*

73.2 *Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*

- (a) *must not vote on the matter; and*
- (b) *must not be present while the matter is being considered at the meeting.*

**74. REGISTERED CLUBS ACCOUNTABILITY CODE**

74.1 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 73.*

74.2 *For the purposes of this Rule 73, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

**CONTRACTS WITH TOP EXECUTIVES**

74.3 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*

- (a) *the top executive's terms of employment; and*
- (b) *the roles and responsibilities of the top executive;*
- (c) *the remuneration (including fees for service) of the top executive;*
- (d) *the termination of the top executive's employment.*

74.4 *Contracts of employment with top executives:*

- (a) *will not have any effect until they are approved by the Board; and*
- (b) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

**CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

74.5 Subject to any restrictions contained in the Registered Clubs Act and Rule 74.7, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

74.6 A "pecuniary interest" in a company for the purposes of Rule 74.5 does not include any interest exempted by the Registered Clubs Act.

### **CONTRACTS WITH SECRETARY AND MANAGERS**

74.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

- (a) the Secretary or a manager; or
- (b) any close relative of the Secretary or a manager;
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

### **LOANS TO DIRECTORS AND EMPLOYEES**

74.8 The Club must not:

- (a) lend money to a director of the Club; and
- (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

74.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

74.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

74.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
- (d) any gift (which includes money, hospitality and



discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;

- (e) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 74.

### **TRAINING DISCLOSURES**

74.12 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.

### **PROVISION OF INFORMATION TO MEMBERS**

74.13 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information."

### **75-81 DELETED"**

- (n) **deleting** existing Rules 111 to 112A inclusive and **replacing** it with the following new Rules 111 to 112B:

"111. Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:

- (a) personally; or
- (b) by sending it by post to the address of the member;
- (c) by sending it to the electronic address of the member;
- (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

112. Where a notice is sent by post to a member in accordance with Rule 111(a) the notice is deemed to have been received on the day it is given to the member.

112A. Where a notice is sent to a member in accordance with Rules 111(b) and (c), the notice shall be deemed to have been received by the member on the day following that on which the notice was sent.

112B. Where a notice is provided to a member in accordance

with Rule 111(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.”

- (o) **inserting** new Rules 118 and 118A as follows:

**“MEETINGS AND VOTING**

118. *In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):*

- (a) *distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or*
- (b) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*
- (c) *allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.*

118A. *If there is any inconsistency between Rule 118 and any other provision of this Constitution, Rule 118 shall prevail to the extent of that inconsistency.”*

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**Notes to Members on the Third Special Resolution**

1. The Third Special Resolution proposes a series of amendments to the Club’s Constitution to bring it into line with the *Corporations Act, Gaming Machines Act, Liquor Act and the Registered Clubs Act*.
2. **Paragraph (a)** inserts new rules to clarify that each member is bound by the Constitution, and it operates as a contract between the Club and each member, the club and each Director and between each member and each other member.
3. **Paragraph (b)** inserts new definitions of the *Registered Clubs Accountability Code*.
4. **Paragraph (c)** deals with the right in the Club to refuse entry to provisional members.
5. **Paragraph (d)** relates to a change to Temporary membership to bring the Constitution into line with the RCA.
6. **Paragraph (e)** amends the existing requirements for membership applications to include the applicant’s email address in order for the Club to contact members electronically.
7. **Paragraph (f)** amend the provision dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
8. **Paragraph (g)** relates to the Registers of members that the Club must keep under the Registered Clubs Act.
9. **Paragraph (h)** clarifies that members must notify the Club of changes to their contact details.
10. **Paragraph (i)** amend existing provisions relating to disciplinary matters to bring the Constitution into line with best and practice and provides additional powers to the Secretary to suspend a

member's membership up to a period of not more than twelve (12) months.

11. **Paragraph (j)** provides some additional criteria for a member's eligibility to stand for the Board. A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
- (i) 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 Biennial General Meeting; or
  - (ii) has at any time been convicted of an indictable offence; or
  - (iii) is a former employee of the Club whose services were terminated by the Club for misconduct;
  - (iv) 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.
  - (v) is an employee;
  - (vi) is currently under suspension pursuant to the Constitution;
  - (vii) is not a Financial member;
  - (viii) is disqualified from managing any company under the Act;
  - (ix) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
  - (x) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
  - (xi) is a director of another registered club.
12. **Paragraph (k)** amends existing Rule to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least once every 3 months.
13. **Paragraph (l)** clarifies that a Board resolution can be passed by way of email. This is permitted by the *Corporations Act*.
14. **Paragraph (m)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the *Corporations Act*, the *Registered Clubs Act* and the *Registered Clubs Accountability Code*.
15. **Paragraphs (n) and (o)** amend existing provisions regarding notices to members to bring the Constitution into line with the *Corporations Act* and adds a new Rule 118 which reflects recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents relating to a meeting electronically.

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**Dated:**

**By direction of the Board**

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**Mark Chaffey**  
**Chief Executive Officer**



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