

PENSHURST RSL CLUB LIMITED

ACN 624 659 838

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of PENSHURST RSL CLUB LIMITED ACN 624 659 838 will be held on **Sunday, 4 February 2024** commencing at **10.00am** at the premises of the Club, 58a Penshurst Street , Penshurst NSW 2222.

BUSINESS

The business of the General Meeting will be as follows:

1. To consider and if thought fit pass the Special Resolution contained in this Notice.

SPECIAL RESOLUTION

That the Constitution of Penshurst RSL Club Limited be amended by:

- *Inserting in Rule 4.1 the following new definitions:*

“Director Identification Number” means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

“Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.

- *Deleting from Rule 12.2 the words “and address”.*

- *Deleting Rule 13.2 in its entirety and inserting instead the following new Rule 13.2:*

13.2 *Should a person who is admitted as a Provisional member not be elected to membership of the Club:*

(a) *that person shall cease to be a Provisional member of the Club; and*

(b) *the joining fee (if any) and subscription submitted with the nomination (if any) shall be returned to that person.*

- *Deleting from Rule 13.3 the word “are” and inserting instead the words “may be”.*

- *Inserting the following new Rule 13.5:*

13.5 *The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club’s premises 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.*

- *Deleting the first paragraph of Rule 15.1 in its entirety and inserting the following new first paragraph of Rule 15.1:*

15.1 *Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, the following persons in accordance with procedures established by the Board may be made Temporary members of the Club:*

- *Deleting Rules 15.5 and 15.6 in their entirety and inserting instead the following new Rules 15.5 to 15.7:*

15.5 *The Secretary or senior employee then on duty may refuse a person admission as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.*

15.6 *No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 15.1(c).*

15.7 *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 19.1(c) on the first day that they enter the Club’s premises during that period.*

- *Deleting Rules 16.4 to 16.10 in their entirety and inserting instead the following new Rules 16.4 to 16.11:*

- 16.4 *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:*
- (a) *the full name of the applicant;*
 - (b) *the residential address of the applicant;*
 - (c) *the date of birth of the applicant;*
 - (d) *the telephone number and email address of the applicant;*
 - (e) *a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;*
 - (f) *the signature of the applicant; and*
 - (g) *such other particulars as may be prescribed by the Board from time to time.*
- 16.5 *Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as may be determined by the Board by By-Law from time to time.*
- 16.6 *Except in the case of an 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:*
- (a) *the joining fee (if any) and the appropriate subscription (if any); and*
 - (b) *evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.*
- 16.7 *The authorised officer of the Club to whom the application for membership is presented in accordance with Rule 16.6 shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the 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.*
- 16.8 *A person whose application has been signed by an authorised officer of the Club in accordance with Rule 16.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.*
- 16.9 *The full name of each applicant for membership whether it is in hard form or created electronically pursuant to Rule 16.5 shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.*
- 16.10 *An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.*
- 16.11 *When a person has been elected to membership, the Secretary must cause notice of such election to be given personally or posted to such person. 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.*
- *Deleting Rules 17.1 to 17.3 in their entirety and inserting instead the following new Rules 17.1 to 17.3:*
- 17.1 *For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.*
- 17.2 *In accordance with the Registered Clubs Act, the Board may from time to time, determined that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.*
- 17.3 *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.*
- *Deleting Rule 19.1(a) in its entirety and inserting instead the following new Rule 19.1(a):*
- 19.1 *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; and*
- (ii) *the address;*
- (iii) *the date on which the entry of the member's name in the register is made;*
- (iv) *if the member is required to pay a subscription fee, the date on which that member last paid the subscription fee for membership of the Club.*

- *Deleting Rule 20.1 in its entirety and inserting instead the following new Rule 20.1:*

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

- *Deleting Rule 21.2 in its entirety and inserting instead the following new Rule 21.2:*

21.2 *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 21.1;*
 - (ii) *the particulars of the charge, including the alleged facts and circumstances which gave rise to the charge against the member; and*
 - (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 21.2 by notice in writing to the member's last known address at least seven (7) days before the meeting of the Board at which the 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 at the meeting, 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) *The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines. In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting. Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge - the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent*

themselves before the Board in the context of the Club as a social and sporting club. The Board may delegate the power to deal with an application for consent for representation by either a general delegation or by a delegation in relation to a specific charge. The Board is not obliged to consider or Rule on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard. The member is not entitled to representation in relation to the consideration of the application for consent.

- (g) 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.
- (h) 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.
- (i) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
- (i) in the case of a decision under Rule 21.2(h)(i), immediately inform the member of the Board's decision; or
 - (ii) in the case of a decision under Rule 21.2(h)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (j) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
- (i) at the meeting or afterwards; and
 - (ii) by way of verbal or written submissions or a combination thereof.
- (k) 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.
- (l) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 21.
- (m) 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. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended, or expelled pursuant to this said Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.
- (n) The Board may authorise 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.

- By inserting the following new Rules 21.7 to 21.11:

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 21.7 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.
- 21.8 In respect of any suspension pursuant to Rule 21.7, the requirements of Rules 21.1 to 21.3 shall not apply.

21.9 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 21.7, 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 that the matter be dealt with by the Board pursuant to Rules 21.1 and 21.2.*

21.10 *If a member submits a request under Rule 21.9(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 Rule 21.1;*

and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).

21.11 *This Rule 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 24 of this Constitution and the powers contained in section 77 of the Liquor Act.*

- *Deleting from Rule 22.2(a) the words "directors of the Club".*
- *Inserting at the beginning of Rule 23.1, the words "Subject to the terms of their suspension".*
- *Deleting Rule 24.1(f) in its entirety and inserting the following new Rule 24.1(f):*
 - (f) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant or substance.*
- *Deleting Rules 28.5 and 28.6 in their entirety and inserting the following new Rules 28.5 to 28.8:*

28.5 *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 the charge has not been heard and determined;*
- (b) *has, within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting, been found guilty by the Board or the Board's duly constituted disciplinary committee of any charge and:*
 - (i) *expelled; or*
 - (ii) *suspended,**for a period of three (3) months or more;*
- (c) *has at any time been convicted of an indictable offence;*
- (d) *is a former employee of the Club whose services were terminated by the Club for misconduct;*
- (e) *was an employee of the Club within the period of (10) years prior to nomination, election or appointment to the Board;*
- (f) *has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club;*
- (g) *has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect: and*
- (h) *has at any time been assessed by a management liability underwriter when determining directors and officers insurance so that a loading has been imposed on the usual premium or a higher than usual excess has been applied.*

- (i) 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.

28.6 The Board shall be elected biennially in accordance with Rule 28.

28.7 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

28.8 Pre-election eligibility requirement for directors to apply from 2024:

- (a) From the election of the Board held in 2024 a member who at the close of nominations is not then a director shall not be eligible to be nominated or elected to the Board unless the member has attended a pre-election information session conducted by the Club at such date and time as determined by the Board.

- (b) If the pre-election information session takes place after nominations have closed, and a candidate does not attend the session, the candidate shall cease to be eligible for election to the Board and the candidate's name shall be removed from the ballot.

- (c) A member who is appointed to fill a casual vacancy on the Board must attend the first pre-election information session conducted after their appointment.

- Deleting Rules 29.1(e) to (h) in their entirety and inserting instead the following new Rules 29.1(e) to (k) and renumbering the remaining Rules in proper alphanumeric order:

(e) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.

(f) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.

(g) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.

(h) A nomination can be withdrawn:

- (i) by the nominee at any time prior to the commencement of voting; and

- (ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.

(i) An eligible member may be nominated for more than one office.

(j) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.

(k) If the full number of candidates is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 37.3

- Inserting the following new Rule 29.4:

29.4 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 29.1 is not strictly complied with provided there is no substantive injustice for any candidates.

- Inserting the following new Rule 30:

30. Registered Clubs Accountability Code

30.1 The Club (including the Board and all top executives) must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).

- Inserting in Rule 31.3 the following new paragraphs (p) and (q):

(p) develop and maintain a strategic plan for the Club and its operations.

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- (q) *issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.*
- *Deleting Rule 31.10(a) in its entirety and inserting instead the following new Rule 31.10(a):*
 - (a) *establish and/or dissolve Sub clubs with such Rules (including objects, powers and membership qualifications) as the Board may determine; and*
 - *Deleting Rule 32.1 in its entirety and inserting instead the following new Rule 32.1:*

32.1 *The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each Quarter for the transaction of business.*
 - *Deleting Rule 32.9 in its entirety and inserting instead the following new Rules 32.9 and 32.10:*

32.9 *A meeting of the Board may be called or held using any technology available provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.*

32.10 *In addition to Rule 32.8, 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.*
 - *Deleting Rules 33.1 to 33.4 in their entirety and inserting instead the following new Rules 33.1 to 33.4:*

33.1 *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 33.7.*

33.2 *For the purposes of this Rule 33, 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.*

33.3 *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.*

33.4 *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 33.*
 - *Deleting the words "Section 41K" from Rule 34.1.*
 - *Deleting Rule 37.1 in its entirety and inserting instead the following new Rule 37.1:*

37.1 *The office of a member of the Board shall automatically be vacated if the person holding that office:*
 - (a) *is disqualified for any reason referred to in Section 206B of the Act.*
 - (b) *becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.*

- (c) *is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.*
- (d) *by notice in writing given to the Secretary resigns from office as a director.*
- (e) *becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.*
- (f) *ceases to be a member of the Club.*
- (g) *becomes an employee of the Club.*
- (h) *has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.*
- (i) *was not eligible to stand for or be elected or appointed to the Board.*
- (j) *ceases to hold the necessary qualifications to be elected or appointed to the Board.*
- (k) *is convicted of an indictable offence (unless no conviction is recorded).*
- (l) *has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension under Rule 21.3) during that person's tenure as a director.*
- (m) *does not have or ceases to have a Director Identification Number (unless exempted from doing so).*
- (n) *is removed from office as a director in accordance with the Act and this Constitution.*

- *Inserting after Rule 38.31 the following new Rule 38.31A:*

38.31A *The chairperson:*

- (a) *is responsible for the conduct of the general meeting; and*
- (b) *shall determine the procedures to be adopted and followed at the meeting;*
- (c) *may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.*

- *Inserting the following new Rules 38.41 to 38.44:*

ADDITIONAL MATTERS FOR GENERAL MEETINGS

- 38.41 *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*
- 38.42 *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*
- 38.43 *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*
- 38.44 *If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.*

- *Deleting Rule 45 in its entirety and inserting the following new Rule 45:*

45. *NOTICES*

- 45.1 *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 recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) *by sending it by any electronic means; or*
- (d) *by notifying the member, either personally, by post or electronically, that the notice is available and how the member can access the notice.*

45.2 *Where a notice is sent by post to a member in accordance with Rule 45.1 the notice shall be deemed to have been received by the members:*

- (a) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
- (b) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*

45.3 *Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.*

45.4 *Where a notice is provided personally in accordance with Rule 45.1(a), the notice is taken to have been given on the day on which it was provided to the member.*

45.5 *Where a member is notified of a notice in accordance with Rule 45.1(d), the notice is taken to have been received on the day following that on which the notification was sent.*

- *Inserting the following new Rule 49:*

49. *MEETINGS AND VOTING*

49.1 *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*
- (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.*

49.2 *If there is any inconsistency between Rule 49.1 and any other provision of this Constitution, Rule 49.1 shall prevail to the extent of that inconsistency.*

- *Making such other consequential amendments necessary to give full effect to this Special Resolution including, without limitation, ensuring the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.*

Explanatory Message to Members regarding the Special Resolutions

The Board of the Club instructed its lawyers, Pigott Stinson Lawyers, to review the Club's current Constitution having regard to changes to the law and industry standards over recent years.

Pigott Stinson Lawyers reviewed the Constitution and recommended a number of amendments in order to reflect the requirements of the Corporations Act 2001, Registered Clubs Act 1976, Registered Clubs Accountability Code and industry best practice and standards.

The Special Resolution seeks to include the recommendations of Pigott Stinson Lawyers into the existing Constitution.

The Special Resoluitioun addresses changes to the Corporations Act 2001 since the Club last amended its Constitution. The Corporations Act 2011 applies to the Club because the Club is a public company limited by guarantee.

The amendments relate to:

1. the recording of member information;
2. permitting the Club to cancel or postpone general meetings;
3. permitting the Club to withdraw resolutions;

4. permitting the Club to hold virtual only general meetings or Annual General Meetings; and
5. providing for different methods of providing notice to members.

The majority of the amendments arise from changes to the Corporations Act following the Covid-19 lockdowns.

The Registered Clubs Act 1976 was amended in 2018 and 2021. The Registered Clubs Act applies to the Club because it holds a club licence.

The 2018 amendments included the introduction of the Registered Clubs Accountability Code which is contained in Schedule 2 to the Registered Clubs Regulation 2015.

The Code introduces a co-regulatory approach to club accountability. As part of this, a number of low risk accountability requirements have been included in the Code. While the Code is intended to be less prescriptive, breaching any obligation under the Code may be an offence and be grounds for disciplinary action against the Club.

The 2021 amendments included changes the frequency of Board meetings of the Club (from monthly to quarterly) and to the collection of members details and no longer requires a club to:

- obtain the occupation details of an applicant for membership; and
- display the address of applicants for membership on the club noticeboard.

Additionally, the board of the Club may:

- distribute a notice of, or information about, a meeting or election of the registered club, governing body, or committee by electronic means; and
- 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; and
- allow a person entitled to vote at a meeting of the registered club, governing body, or committee to vote in person or by electronic means.

The Special Resolution seeks to include specific provisions in the Club's Constitution to address the above matters.

Registered clubs are unique due to the nature of the businesses.

Over its long history, the industry has developed a number of best practices. These practices have largely been shaped by government, the courts, the regulators and clubs themselves.

The amendments to the Constitution proposed to reflect industry best practices include:

- Updates to disciplinary proceedings (which must provide for procedural fairness and natural justice);
- Introduction of additional disciplinary powers of the Secretary;
- The requirements to attend pre-election training by members wishing to stand for election to the Board; and
- The grounds upon which the office of a director will be vacated (which largely reflects requirements of the Corporations Act).

Please Note:

This Explanatory Message to Members is not to be taken in any way as affecting the wording or giving an interpretation of any Rule of the proposed Constitution, but is provided to inform members of the general nature of what is proposed and to draw attention to particular matters.

General Notes to Members

1. In accordance with Rule 59 of the Club's Constitution only Life Members, financial RSL members and financial Associate members are eligible to vote on the Special Resolution.
2. To be passed, the Special Resolution must receive at least three quarters (75%) of the votes in favour from those members who being eligible to do so, vote in person at the meeting.
3. As a result of the provisions of the Corporations Act 2001, the Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. Members should read the Explanatory Message to Members following the Special Resolution which sets out the general nature of the Special Resolution.
5. Please direct any question or concerns about the Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.
6. Members of the Club, who are employees of the Club, cannot vote on the Special Resolution.
7. Proxy Votes are not allowed under the Registered Clubs Act 1972.
8. A copy of the proposed Constitution is available for inspection at the Club reception on request.
9. The Board commends the Special Resolution to the members.

BY ORDER OF THE BOARD

Dated: 15 December 2023

By direction of the Board

A handwritten signature in black ink, appearing to read 'Chris Hendley', written in a cursive style.

Chris Hendley
Chief Executive Officer