



SHOALHAVEN HEADS BOWLING AND RECREATION CLUB LIMITED
ACN 000 620 431
NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Members of Shoalhaven Heads Bowling & Recreation Club Limited will be held at the premises of the Club, 76 Shoalhaven Heads Road, NSW, at 10.00am on Sunday 20th October 2019.

THERE WILL BE NO ADMITTANCE AFTER THE COMMENCEMENT OF THE MEETING

AGENDA:

1. President to open meeting
2. Apologies
3. Obituaries
4. To read and confirm the Minutes of the Annual General Meeting held on Sunday 14th October, 2018.
5. To receive and consider the Auditors Report, Balance Sheet and Income and Expenditure Account for the period ending 30th June 2019.
6. To consider the Ordinary Resolutions relating to Directors Benefits
7. To deal with any other special business of which due notice has been given
8. To declare the Ballot for Board positions for 2019/2020
9. To receive recommendations to the incoming Board of Directors

MEMBERS - PLEASE NOTE:

Members are requested to advise the General Manager in writing seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Accounts on which further information may be required. Such information will be extracted from the records and be available at the Annual General Meeting.

Members please note: As per the Corporations Act the Club is not required to post out the Annual Report and Statement of Accounts but is however required to make them available on a web site and to this end the reports are available on the Club's web site at <http://www.shoalhavenheadsbowlingclub.com.au> or alternatively a hard copy may be obtained for collection upon request from the Club's registered office, Shoalhaven Heads Road, Shoalhaven Heads.

NOTICE OF RESOLUTIONS

Notice is hereby given that, at the Annual General Meeting of the Shoalhaven Heads Bowling & Recreation Club Limited to be held at the premises of the Club, 76 Shoalhaven Heads Road, New South Wales at 10.00 a.m. on Sunday 20th October 2019, the following Board resolutions will be proposed as ordinary resolutions having regard to the benefits to the Directors of the Club.

Ordinary Resolutions:

1. That pursuant to the Registered Clubs Act, the members hereby approve and agree to the members of the Board during the period preceding the 2020 Annual General Meeting receiving the following benefits and the members further acknowledge that the benefits outlined in sub-paragraph (i) to (ix) are not available to members generally but only those members elected to the Board or subsequently appointed in accordance with Article 48 of the Articles of Association:

- (i) A reasonable meal and refreshments to be associated with each Board meeting of the Club;
- (ii) The right for Directors to incur reasonable expenses in travelling to and from Director's meetings or to other constituted meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
- (iii) The reasonable cost of Directors attending the Clubs NSW Annual Conference and General Meeting;
- (iv) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
- (v) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and their method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- (vi) The provision of blazers and associated apparel for the use of Club Directors when representing the Club; and
- (vii) The provision of car parking spaces adjacent to the Clubhouse for the President and Board Members;
- (viii) A Christmas Dinner involving the provision of meals and drinks for members of the Board and their partners;
- (ix) A Dinner involving the provision of meals and drinks for the benefit of members of the Board and their partners towards the conclusion of the month preceding the Annual General Meeting.

2. That pursuant to the Registered Clubs Act, the members hereby approve and agree to the following honoraria being provided to the Members of the Board of Directors for the period preceding 2020 Annual General Meeting as follows:

(a) President	Honoraria	$\$3,250 + \text{CPI (1.7\%)} = \$3,305$
(b) Vice Presidents	Honoraria	$\$2,500 + \text{CPI (1.7\%)} = \$2,542$
(b) Directors	Honoraria	$\$1,550 + \text{CPI (1.7\%)} = \$1,576$

By Direction of the Board

R.Ashby (Proposer) G.Brooker (Seconder)

M.Bowen

Chief Executive Officer

Explanatory Notes – Ordinary Resolutions

These Ordinary Resolutions reflect the requirements of The Registered Clubs Act wherein the benefits received by Directors must be submitted for approval at the Annual General Meeting each year. The benefits sought above are those currently enjoyed and do not represent any increased cost to the Club (apart from annual CPI increases to Honoraria, as approved by members at 2018 AGM)

SHOALHAVEN HEADS BOWLING AND RECREATION CLUB LIMITED
ACN 000 620 431
NOTICE OF SPECIAL RESOLUTIONS FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **SHOALHAVEN HEADS BOWLING AND RECREATION CLUB LIMITED** to be held on **Sunday 20 October 2019** at **10:00am**, the members will be asked to consider and if thought fit pass the Special Resolutions set out below:

PROCEDURAL MATTERS

1. To be passed, a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so in person vote on the Special Resolution at the meeting.
 2. Only Life members and financial Ordinary members are eligible to vote on the Special Resolutions.
 3. Under the *Registered Clubs Act*, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
 4. The Board recommends the Special Resolutions to members.
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FIRST SPECIAL RESOLUTION

That the Constitution of Shoalhaven Heads Bowling and Recreation Club Limited be amended by:

- (a) **deleting** Rule 1 and in lieu **inserting** thereof following new Rule 1:

"1. *In this Constitution, unless there be something in the subject or context therewith:*

"Act" means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

"Authority" means the Independent Liquor & Gaming Authority.

"Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

"By-Laws" shall mean the By-laws made in accordance with this Constitution.

"Club" means Shoalhaven Heads Bowling and Recreation Club Limited ACN 000 620 431.

"Club Notice Board" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

"Constitution" means this Constitution, which comprises the Articles of Association and Memorandum of Association of the Club.

"Full member" means a person who is an Ordinary member, Life member, Social member or Junior member.

"Gaming Machines Act" means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

"Liquor Act" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

"Registered Clubs Act" means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

"Secretary" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

"Special Resolution" has the meaning given by the Act. To be passed, a Special Resolution must receive at least seventy five per cent (75%) of the votes cast by members eligible to vote on the Special Resolution.

- (b) **deleting** Rule 4 and in lieu thereof **inserting** the following new Rule 4:

"4 Deleted".

- (c) **deleting** Rule 9 and in lieu thereof **inserting** the following new Rule 9:

"9. *Every member shall notify the Secretary in writing within seven (7) days of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose*

of this issue of notices except if the member has nominated to receive notices at another address, including email address”.

- (d) **deleting** Rule 12 and in lieu thereof **inserting** the following new Rule 12:
- “12 (a) Ordinary members shall be persons who have attained the age of eighteen (18) years and are elected to Ordinary membership of the Club.
- (b) Subject to any restrictions contained in this Constitution, Ordinary members are entitled to:
- (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (iii) nominate for and be elected to hold office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (vi) propose, second, or nominate any eligible member for any office of the Club;
 - (vii) propose, second or nominate any eligible member for Life membership;
 - (viii) introduce guests to the Club;
 - (ix) be a member of the Club’s intra clubs and participate in activities conducted by those intra clubs.”
- (e) **deleting** Rule 14 and in lieu thereof **inserting** the following new Rule 14:
- “14. (a) Social members shall be persons who have attained the age of eighteen (18) years and are elected or transferred to Social membership of the Club.
- (b) Subject to any restrictions contained in this Constitution, Social members are entitled to:
- (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) introduce guests to the Club.
- (c) Social members are not entitled to:
- (i) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (v) propose, second, or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible member for Life membership;
 - (vii) be a member of the Club’s intra clubs and participate in activities conducted by those intra clubs unless permitted to do so by the Board.”
- (f) **deleting** Rule 15(f), **inserting** the following new Rules 15(f) and (g) and **renumbering** the remaining provisions of Rule 15 accordingly:
- “(f) Temporary members are entitled to:
- (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (ii) subject to Article 10(l), introduce guests into the Club.
- (g) Temporary members are not entitled to:
- (i) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (ii) nominate for or be elected to the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (v) propose, second or nominate any eligible member for any office of the Club; or
 - (vi) propose, second or nominate any eligible member for Honorary Life membership.
 - (vii) be a member of the Club’s intra clubs and participate in activities conducted by those intra clubs unless permitted to do so by the Board”.
- (g) **deleting** Rule 16 and in lieu thereof **inserting** the following new Rule 16:
- “16 (a) A person in respect of whom:
- (i) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
 - (ii) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,
- may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person’s application for membership of the Club.

- (b) *Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.*
- (c) *Provisional members are entitled to:*
 - (i) *such playing and social privileges and advantages of the Club as the Board may determine from time to time; and*
 - (ii) *introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.*
- (d) *Provisional members are not entitled to:*
 - (i) *attend or vote at general meetings of the Club; or*
 - (ii) *nominate for or be elected to hold office on the Board;*
 - (iii) *vote in the election of the Board;*
 - (iv) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (v) *propose, second, or nominate any eligible member for any office of the Club;*
 - (vi) *propose, second or nominate any eligible member for Honorary Life membership;*
 - (vii) *be a member of the Club's intra clubs and participate in activities conducted by those intra clubs unless permitted to do so by the Board.*
- (e) *A person shall cease to be a Provisional member on and from the date that he or she is admitted to Full membership.*
- (f) *The Secretary or senior employee then on duty may 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 Article, the Club must return any joining fee and annual subscription paid by the Provisional member when nominating for membership of the Club."*
- (h) deleting Rule 17A and in lieu thereof inserting the following new Rule 17A:

"17A (a) *The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:*

 - (i) *the patron or patrons for the time being of the Club; or*
 - (ii) *any prominent citizen or local dignitary visiting the Club;*
 - (iii) *any person who produces evidence that he or she is a current or former member of the Australian Defence Force.*

(b) *Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.*

(c) *Honorary members who are not Full members of the Club are entitled to:*

 - (i) *such playing and social privileges and advantages of the Club as the Board may determine from time to time; and*
 - (ii) *introduce guests to the Club.*

(d) *Honorary members who are not Full members of the Club are not entitled to:*

 - (i) *vote at any meeting of the Club; or*
 - (i) *nominate for or be elected to the Board or any office in the Club;*
 - (iii) *vote in the election of the Board;*
 - (iv) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (v) *propose, second or nominate any eligible member for any office of the Club; or*
 - (vi) *propose, second or nominate any eligible member for Honorary Life membership.*
 - (vii) *be a member of the Club's intra clubs and participate in activities conducted by those intra clubs unless permitted to do so by the Board."*
 - (i) **deleting** Rule 19 and in lieu thereof **inserting** the following new Rule 19:

"19 (a) *A member may at any time resign from his or her membership of the Club by either giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.*

(b) *A resignation pursuant to this Rule 19 takes effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club."*

(c) *A member who resigns from membership of the Club shall continue to be liable for any entrance fees or annual subscriptions and all arrears due and unpaid at the date of his or her resignation".*

- (j) **inserting** at the end of Rule 23A(c) the words “This obligation does not apply in respect of persons admitted to Honorary membership pursuant to clause 17A(a)(iii)”.
- (k) **deleting** Rule 23C and in lieu thereof **inserting** the following new Rule 23C:
 “23C (a) *Subject to Rule 23C(l), all members (other than Junior members) shall have the privilege of introducing guests to the Club.*
 (b) *A Temporary member may introduce a guest only in accordance with Rule 23C(l).*
 (c) *Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests*
 (d) *No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.*
 (e) *No member shall introduce any person as a guest who has been expelled from the Club, who is currently under suspension or who has been refused admission to or been turned out of the Club.*
 (f) *Members shall be responsible for the conduct of any guests they may introduce to the Club.*
 (g) *The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.*
 (h) *No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.*
 (i) *A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.*
 (j) *A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.*
 (k) *The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.*
 (l) *A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:*
 (i) *who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and*
 (ii) *who does not remain on the Club premises any longer than that Temporary member;*
 (iii) *in relation to whom the member is a responsible adult.*
 (m) *For the purposes of Rule 23(l)(iii), “responsible adult” means an adult who is:*
 (i) *a parent, step-parent or guardian of the minor; or*
 (ii) *the minor’s spouse or de facto partner;*
 (iii) *for the time being, standing in as the parent of the minor.”*
- (l) **deleting** Rule 25(b) and in lieu **inserting** thereof following new Rule 25(b):
 “(b) *A member who is an employee, currently under suspension or not a financial member of the Club shall not be eligible to stand for or be elected or appointed to the Board.”*
- (m) **deleting** Rule 25(d) and in lieu thereof **inserting** the following the new Rule 25(d):
 “(d) *Notwithstanding any possible exemptions which may apply, any person who is elected or appointed to the Board must complete the mandatory training requirements for directors as prescribed by the Registered Clubs Regulations”.*
- (n) **inserting** at the end of Rule 27(a) the words “The Returning Officer shall supervise the preparation of ballot papers. The order in which names appear on the ballot paper shall be determined by drawing names from a container conducted by the Returning Officer”
- (o) **deleting** Rule 27(g) and in lieu thereof **inserting** the following new Rule 27(g):
 “(g) *The election of the Board shall be conducted on a “first past the post” basis.”*
- (p) **deleting** Rule 28 and in lieu thereof **inserting** the following new Rule 28:
 “28 *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.*
 (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) *ceases to hold a qualification by which that person was appointed or elected to office.*
 - (i) *if the person fails to complete the mandatory director training prescribed by the Registered Clubs Act within the prescribed period (unless exempted from doing so)."*
- (q) **deleting** Rule 29(b) and in lieu thereof **inserting** the following new Rule 29(b):
- "(b) (i) *The members in general meeting may by ordinary resolution remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office and appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.*
- (ii) *Any person appointed pursuant to Rule 29(b)(i) shall hold office for the remainder of the term of office of the person he or she replaces.*
- (iii) *Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting."*
- (r) **deleting** Rule 30(m) and in lieu thereof **inserting** the following new Rule 30(m):
- "(m) *subject to the requirements of the Liquor Act and the Registered Clubs Act, to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise) and land belonging to the Club."*
- (s) **inserting** the following new heading and Rule 30A:
- "INTRA-CLUBS**
- 30A. (a) *Without limiting the general powers of the Board under this Constitution, the Board shall have power to:*
- (i) *establish Intra clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and*
 - (ii) *allow Intra clubs established pursuant to this Rule 30A or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;*
 - (iii) *allow Intra clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;*
 - (iv) *permit Intra clubs to adopt a name (provided it be described as a Intra club of the Club);*
 - (v) *allow Intra clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies;*
- (b) *Any of the Intra clubs established pursuant to Rule 32(a) or those already in existence must conform to any regulation or restriction that the Board may impose.*
- (c) *The President shall be a member of all the committees of Intra clubs and may nominate a person or persons to represent him or her on one or more of those committees.*
- (d) *Subject to the general control and supervision of the Board, each Intra club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required by the Board) and submit copies of all minutes and records to the Board.*
- (e) *The Board may empower each Intra club to open and operate a bank account in the name of the Intra club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them. All funds held by Intra clubs remain the property of the Club at all times.*
- (f) *The rules of each Intra club may be amended by the members of the Intra club provided that no amendment proposed or approved by the members of the Intra club shall have effect unless and until it is approved by resolution of the Board.*
- (g) *Any disciplinary action taken by an Intra club in respect of any member of the Intra club shall be promptly reported to the Board together with the reasons for the action."*
- (t) **deleting** Rule 33 and in lieu thereof **inserting** the following new Rule 33:
- "33 (a) *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: declare the nature of the interest at a meeting of the Board and comply with Article 33(b).*
- (b) *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 must not vote on the matter and must not be present while the matter is being considered at the meeting."*

- (u) **deleting** Article 34(d) and in lieu thereof **inserting** the following new Article 34(d):
“(d) *A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.*”
- (v) **deleting** from Rule 38(a) the words “or one hundred (100) members entitled to vote at meetings”.
- (w) **deleting** Rule 39 and in lieu thereof **inserting** the following new Rule 39:
“39 (a) *At least twenty one (21) days notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.*
(b) *A notice of a general meeting of the members of the Club (including an Annual General Meeting) must set out the place, date and time of the meeting, state the general nature of the meeting's business and if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution.*”
- (x) **deleting** Rule 52 and in lieu thereof **inserting** the following new Rules 52 to 52B:
“52 *Subject to Rule 52A, the Board shall have power to reprimand, fine, 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.*”
52A *The following procedure shall apply to disciplinary proceedings of the Club:*
(a) *A member shall be notified of any charge against the member pursuant to Rule 52 and 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 52 by notice in writing by a prepaid letter sent by post to the member's last known address at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.*
(c) *The member charged shall be entitled to attend the meeting for the purpose of answering the charge and submit to the meeting written representations for the purpose of answering the charge.*
(d) *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.
(e) *After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.*
(f) *When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.*
(g) *If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.*
(h) *No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two thirds majority of the directors present in person vote in favour of such motion by secret ballot.*
(i) *The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 52A.*
(j) *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.*
(k) *A member (or former member) shall not be entitled to commence legal proceedings or take any other action against the Club (including but not limited to its officers, employees and members) in relation to the outcome of the disciplinary proceeding and/or any other matter arising from or incidental to the disciplinary proceedings.52B If a notice of charge is issued to a member pursuant to Rule 52A(a), the Board by resolution or 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.*”
- (y) **deleting** Rule 54 and in lieu thereof **inserting** the following new Rule 54:
“54 (a) *In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Article 54(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:*

- (i) *who is then intoxicated, violent, quarrelsome or disorderly; or*
 - (ii) *who, for the purposes of prostitution, engages or uses any part of the premises of the Club;*
 - (iii) *whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;*
 - (iv) *who hawks, peddles or sells any goods on the premises of the Club;*
 - (v) *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;*
 - (vi) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;*
 - (vii) *whom the Club, under the conditions of its club licence, by law or a term of a liquor accord, is authorised or required to refuse access to the Club.*
- (b) *If pursuant to Article 54(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Article 54(e)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.*
- (c) *Without limiting Article 54(b), if a person has been refused admission to or turned out of the Club in accordance with Article 54(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.*
- (d) *Without limiting Article 54(b), if a person has been refused admission to or turned out of the Club in accordance with Article 54(a)(i), the person must not:*
- (i) *remain in the vicinity of the Club; or*
 - (ii) *re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.*
- (e) *Without limiting the provisions of section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Article shall be:*
- (i) *in the absence of the Secretary from the premises of the Club the senior employee then on duty; or*
 - (ii) *any employee authorised by the Secretary to exercise such power.”*

(z) **inserting** into Rule 56 the words “(which shall be kept in hard copy or electronic form)” after the words “in books”.

(aa) **deleting** Rules 58 to 61B inclusive and the headings preceding those Articles and in lieu thereof **inserting** the following new headings and Articles 58 to 61A inclusive:

“ACCOUNTS AND REPORTING TO MEMBERS

58 *The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.*

59 *The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.*

60 *The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.*

61 *In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:*

- (a) *the financial report of the Club; and*
- (b) *the directors' report;*
- (c) *the auditors' report on the financial report.*

61A *Unless required to do so by the Act, the Club is not obliged to send an annual report to members.”*

(bb) **deleting** Rule 63 and in lieu thereof **inserting** the following new Rule 63:

“AUDITORS

63 *Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.”*

(cc) **deleting** Article 64 and in lieu thereof **inserting** the following new Article 64:

“64 (a) *A notice may be given by the Club to any member either:*

- (i) *personally; or*
- (ii) *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;*
- (iii) *by sending it to the electronic address (if any) nominated by the member;*

- (iv) *by notifying the member in accordance with Article 64(b) (in the case of notices of general meetings (including Annual General Meetings)) only.*
- (b) *If the member nominates:*
 - (i) *an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*
 - (ii) *an electronic means (the nominated access means) the member may use to access notices of meeting;*

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

 - (iii) *that the notice of meeting is available; and*
 - (iv) *how the member may use the nominated access means to access the notice of meeting .*
- (c) *Where a notice is sent by post to a member in accordance with Article 64(a) the notice shall be deemed to have been received by the members:*
 - (i) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
 - (ii) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*
- (d) *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.*
- (e) *Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Article 64(b), the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”*
- (dd) **deleting** Rule 67 and in lieu thereof **inserting** the following new Rule 67:
 - “67. (a) *Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.*
 - (b) *The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.”*
- (ee) **deleting** from Rule 68(q) the words “provided always that notwithstanding anything herein contained or implied no portion of the premises of the Club which is covered by a Certificate of Registration under the Registered Clubs Act 1976 (as amended) shall be leased” and in lieu thereof **inserting** the words “subject to the requirements of the Liquor Act and Registered Clubs Act”.
- (ff) **inserting** the following new Articles 80(c) and (d):
 - “(c) *Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.*
 - (d) *Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.”*
- (gg) **deleting** Rule 81 and in lieu thereof **inserting** the following new Rule 81:
 - “81. *Subject to any exemptions contained in the Registered Clubs Act and Registered Clubs Regulations, the Club must not dispose of any core property of the Club unless the requirements of the Registered Clubs Act have been satisfied.”*
- (hh) **deleting** Articles 82 to 89 inclusive and in lieu thereof **inserting** the following new subheadings and Articles 82 to 89 inclusive:

“Registered Clubs Accountability Code

 - 82. (a) *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Articles 83 to 89 inclusive.*
 - (b) *For the purposes of Articles 83 to 89 inclusive, 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

 - 83. (a) *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*
 - (i) *the top executive’s terms of employment; and*
 - (ii) *the roles and responsibilities of the top executive;*
 - (iii) *the remuneration (including fees for service) of the top executive;*
 - (iv) *the termination of the top executive’s employment.*

- (b) *Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

Contracts with Directors or Top Executives

- 84 *Subject to any restrictions contained in the Registered Clubs Act and Article 85, 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. A "pecuniary interest" in a company for the purposes of this Rule does not include any interest exempted by the Registered Clubs Act.*

Contracts with Secretary and Manager

- 85 *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

86. *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 and Top Executives

87. (a) *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.*
- (b) *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

88. (a) *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:*
- (i) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
 - (ii) *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;*
 - (iii) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
 - (iv) *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.*
- (b) *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Article 88(a).*

Provision of Information to Members

89. *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."*
-

Notes to Members on First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club's Constitution to ensure it is up to date and in line with the *Registered Clubs Act*, *Liquor Act*, *Gaming Machines Act* and *Corporations Act* and in good working order.
 2. **Paragraph (a)** amends the definitions used in the Constitution.
 3. **Paragraph (b)** deletes a provision that is no longer required because the *Registered Clubs Act* no longer prescribes a maximum number of members for registered clubs.
 4. **Paragraphs (c) and (cc)** amend existing provisions relating to notices to members to bring the Constitution into line with best corporate practice and the *Corporations Act*.
 5. **Paragraphs (d) and (e)** amend existing provisions relating to Ordinary members and Social members to better clarify the eligibility requirements and the rights and entitlements of Full members. The eligibility requirements and rights and entitlements of Ordinary members and Social members remain unchanged.
 6. **Paragraphs (f), (g) and (h)** amend existing provisions regarding Provisional members, Honorary members and Temporary members to bring the Constitution into line with the *Registered Clubs Act*.
 7. **Paragraph (i)** amends existing provisions relating to resignation from membership to reflect best practice.
 8. **Paragraph (j)** amends existing provisions relating to the register of Honorary members to bring the Constitution into line with the *Registered Clubs Act*.
 9. **Paragraph (k)** amends existing provisions relating to guests to bring the Constitution into line with the *Registered Clubs Act*.
 10. **Paragraph (l)** clarifies that a member who is an employee, currently under suspension or not a financial member of the Club shall not be eligible to stand for or be elected or appointed to the Board.
 11. **Paragraph (m)** clarifies that any person who is elected or appointed to the Board must complete the mandatory director training as prescribed by the *Registered Clubs Regulation*.
 12. **Paragraphs (n) and (o)** amend existing provisions regarding the election of the Board to bring those provisions into line with best practice and the Club's existing practice.
 13. **Paragraph (p)** amends existing provisions regarding vacancies on the Board to bring those provisions into line with the *Registered Clubs Act*, *Liquor Act* and *Corporations Act*.
 14. **Paragraph (q)** amends existing provisions regarding the removal of directors to bring those provisions into line with the *Corporations Act*.
 15. **Paragraphs (r), (ee) and (gg)** clarify that the power of the Board to dispose of Club property is subject to the requirements of the *Liquor Act* and the *Registered Clubs Act*.
 16. **Paragraph (s)** inserts new provisions into the Club's Constitution regarding intra-clubs of the Club.
 17. **Paragraph (t) and (hh)** amend existing provisions relating to corporate governance and accountability to bring the Constitution into line with the *Corporations Act* and the *Registered Clubs Act*.
 18. **Paragraph (u)** clarifies that a meeting of the Board may be called or held using any technology consented to by all the directors in accordance with the *Corporations Act*.
 19. **Paragraph (v) and (w)** amend existing provisions relating to general meetings to bring the Constitution into line with the *Corporations Act*.
 20. **Paragraph (x)** amends existing provisions relating to disciplinary proceedings to bring the Constitution into line with best practice.
 21. **Paragraph (y)** amends existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the *Liquor Act*.
 22. **Paragraph (z)** amends existing provisions regarding the minutes of the Club to bring the Constitution into line with the *Corporations Act*.
 23. **Paragraph (z)** amends existing provisions relating to accounts and reporting requirements of the Club to bring the Constitution into line with the *Corporations Act*.
 24. **Paragraph (bb)** amends existing provisions regarding the auditor to bring the Constitution into line with the *Corporations Act*.
 25. **Paragraph (dd)** amends existing provisions regarding indemnities for directors to bring the Constitution into line with the *Corporations Act*.
 26. **Paragraph (ff)** inserts new provisions relating to gaming which reflect the requirements of the *Gaming Machines Act*.
-

SECOND SPECIAL RESOLUTION

That the Constitution of Shoalhaven Heads Bowling and Recreation Club Limited be amended by:

- (ii) **deleting** Rule 24 and in lieu thereof **inserting** the following new Rule 24:
- “24 The following shall apply in respect of the Board:*
- (a) *For the purposes of the Annual General Meeting to be held in 2018, there will be nine (9) directors on the Board comprising a President, two (2) Vice Presidents and six (6) Ordinary directors.*
 - (b) *With effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2019, the number of directors will be reduced from nine (9) to eight (8) and the Board of Directors shall comprise a President, two (2) Vice Presidents and five (5) Ordinary directors.*
 - (c) *With effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2020, the number of directors will be reduced from eight (8) to seven (7) and the Board of Directors shall comprise a President, two (2) Vice Presidents and four (4) Ordinary directors.”*
- (jj) **deleting** from Rule 34(c) the words *“five (5)”* and in lieu thereof **inserting** the words *“majority of directors on the Board”*.
-

Notes to Members on Second Special Resolution

1. At the Annual General Meeting in 2018, members passed a special resolution to reduce the number of directors on the Board from:
 - (a) nine (9) to eight (8) with effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2019; and
 - (b) eight (8) to seven (7) with effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2020.
 2. However, the special resolution did not propose specific amendments to the Club’s Constitution to formally incorporate the reduction in the number of directors.
 3. Accordingly, the Second Special Resolution proposes to formally incorporate the reduction in the number of directors into the Club’s Constitution.
 4. Consistent with the reduction in the number of directors on the Board, the Second Special Resolution also proposes to reduce the quorum required for a board meeting from five (5) directors to the “majority of directors on the Board”.
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THIRD SPECIAL RESOLUTION

That, with immediate effect after the Annual General Meeting held in 2019, the Constitution of Shoalhaven Heads Bowling and Recreation Club Limited be amended by:

- (kk) **deleting** from Rule 41 the words *“twenty (20)”* and in lieu thereof **inserting** the words *“thirty (30)”*.
- (ll) **deleting** from Rule 41 the words *“thirty (30)”* and in lieu thereof **inserting** the words *“forty (40)”*.
-

Notes to Members on Third Special Resolution

1. The Third Special Resolution proposes to increase the quorum for general meetings called:
 - (a) by the President or the Board from twenty (20) members to thirty (30) members; and
 - (b) on or by the requisition of members from thirty (30) members to forty (40) members.
 2. These amendments will take effect after the Annual General Meeting in 2019.
-

FOURTH SPECIAL RESOLUTION

If the First Special Resolution is passed

That, with effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2020, the Constitution of Shoalhaven Heads Bowling and Recreation Club Limited be amended by:

- (mm) **deleting** Rule 12(b) and in lieu thereof **inserting** the following new Rules 12(b) and (c):
- “(b) *Subject to any restrictions contained in this Constitution, all Ordinary members are entitled to:*
- (i) *such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and*
 - (ii) *introduce guests to the Club;*
 - (iii) *be a member of the Club’s intra clubs and participate in activities conducted by those intra clubs.*
- (c) *Subject to any restrictions contained in this Constitution and with effect from the second anniversary of being elected or transferred to Ordinary membership of the Club, Ordinary members are entitled to the rights set out in Rule 12(b) and to:*
- (i) *attend and vote at general meetings (including Annual General Meetings) of the Club;*
 - (ii) *nominate for and be elected to hold office on the Board;*
 - (iii) *vote in the election of the Board;*
 - (iv) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (v) *propose, second, or nominate any eligible member for any office of the Club;*
 - (vi) *propose, second or nominate any eligible member for Life membership.”*
- (nn) **inserting** into Rule 13(i) the word “eligible” before the words “Ordinary members of the Club”.
- (oo) **deleting** Rule 25(a):
- “(a) *Only Life members and Ordinary members who satisfy the requirements of Rule 12(c) shall be entitled to be elected or appointed to the Board”.*
- (pp) **inserting** into Rules 25(c), 26(d) and 50(a) the words “who satisfy the requirements of Rule 12(c)” after the words “Ordinary Members”.

If the First Special Resolution is not passed

That, with effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2020, the Constitution of Shoalhaven Heads Bowling and Recreation Club Limited be amended by:

- (a) **deleting** Rule 12 and in lieu thereof **inserting** the following new Rule 12:
- “12 (a) *Ordinary members shall be persons who have attained the age of eighteen (18) years and are elected to Ordinary membership of the Club.*
- (b) *Subject to any restrictions contained in this Constitution, all Ordinary members are entitled to:*
- (i) *such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and*
 - (ii) *introduce guests to the Club;*
 - (iii) *be a member of the Club’s intra clubs and participate in activities conducted by those intra clubs.*
- (c) *Subject to any restrictions contained in this Constitution and with effect from the second anniversary of being elected or transferred to Ordinary membership of the Club, Ordinary members are entitled to the rights set out in Rule 12(b) and to:*
- (i) *attend and vote at general meetings (including Annual General Meetings) of the Club;*
 - (ii) *nominate for and be elected to hold office on the Board;*
 - (iii) *vote in the election of the Board;*
 - (iv) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (v) *propose, second, or nominate any eligible member for any office of the Club;*
 - (vi) *propose, second or nominate any eligible member for Life membership.”*
- (b) **inserting** into Rule 13(i) the word “eligible” before the words “Ordinary members of the Club”.
- (c) **deleting** Rule 25(a):
- “(a) *Only Life members and Ordinary members who satisfy the requirements of Rule 12(c) shall be entitled to be elected or appointed to the Board”.*
- (d) **inserting** into Rules 25(c), 26(d) and 50(a) the words “who satisfy the requirements of Rule 12(c)” after the words “Ordinary Members”.
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Notes to Members on Fourth Special Resolution

1. The version of the Fourth Special Resolution which will be considered and voted on at the Annual General Meeting will depend on whether or not the First Special Resolution is passed.
 2. The Constitution provides that Ordinary members are automatically entitled to:
 - (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) introduce guests to the Club;
 - (i) be a member of the Club's intra clubs and participate in activities conducted by those intra clubs."
 3. The Fourth Special Resolution proposes to introduce a "waiting period" of two (2) years of membership before an Ordinary member is entitled to:
 - (a) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for and be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second, or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership.
 4. The "two (2) year waiting period" will take effect from and for the purposes of the Annual General Meeting and election of the Board to be held in 2020.
 5. If the Fourth Special Resolution is passed, with effect from and for the purposes of the Annual General Meeting and election of the Board to be held in 2020:
 - (a) All Ordinary members are entitled to:
 - (1) (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (2) (ii) introduce guests to the Club;
 - (b) (iii) be a member of the Club's intra clubs and participate in activities conducted by those intra clubs.
 - (b) With effect from the second anniversary of being elected or transferred to Ordinary membership of the Club, Ordinary members are entitled to the rights set out in paragraph 5(a) and to:
 - (c) (i) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (d) (ii) nominate for and be elected to hold office on the Board;
 - (e) (iii) vote in the election of the Board;
 - (f) (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (g) (v) propose, second, or nominate any eligible member for any office of the Club;
 - (h) (vi) propose, second or nominate any eligible member for Life membership.
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FIFTH SPECIAL RESOLUTION

That, with effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2020, the Constitution of Shoalhaven Heads Bowling and Recreation Club Limited be amended by **deleting** Rule 25(b) and in lieu thereof **inserting** the following new Rule 25(b):

- “(b) A member shall not be eligible to stand for or be elected or appointed to the Board if he or she:*
- (i) is an employee; or*
 - (ii) is currently under suspension;*
 - (iii) is not a financial member of the Club;*
 - (iv) 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 any period within the period of two (2) years immediately prior to the date determined for the closing date for nominations or the proposed appointment date to the Board.*
 - (v) has at any time been convicted of an indictable offence;*
 - (vi) is a former employee of the Club whose services were terminated by the Club for misconduct.”*

Notes to Members on Fifth Special Resolution

1. The Fifth Special Resolution proposes to introduce three (3) new restrictions in relation to members nominating for or being elected or appointed to the Board, with effect from the Annual General Meeting and election of the Board to be held in 2020.
 2. The Constitution currently provides that a member cannot stand for or be elected or appointed to the Board if he or she:
 - (a) is an employee; or
 - (b) is currently under suspension;
 - (c) is not a financial member of the Club.
 3. If the Fifth Special Resolution is passed, then with effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2020, members will also be unable to stand for or be elected or appointed to the Board if they:
 - (a) have 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 any period within the period of two (2) years immediately prior to the date determined for the closing date for nominations or the proposed appointment date to the Board; or
 - (b) have at any time been convicted of an indictable offence;
 - (c) are a former employee of the Club whose services were terminated by the Club for misconduct.
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It is hoped that the ‘Notes to Members’ will provide members with sufficient background and information to enable them to make an informed decision in relation to the proposed special resolutions to adopt the new changes to the constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, they are invited to raise their questions with the Secretary Manager, who if necessary will obtain advice from the Club’s lawyers to pass back to the member.

The Board considers the proposed new Constitution changes as being significant improvements on the existing Articles and it recommends that members vote in favour of the Special Resolutions. To be passed the Special Resolutions will need votes from not less than three-quarters (75%) of those members who being eligible to do so vote in person at the meeting.

Dated:

By direction of the Board

**Michael Bowen
General Manager**