



# Woodburn Evans Head RSL Club Ltd

A.B.N. 59 000 986 658

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Woodburn Evans Head RSL Club Limited will be held at 11 McDonald Place, Evans Head NSW 2473 in the Club's Auditorium on Sunday 12<sup>th</sup> October 2025 at 10:30am.

### Business

- (a) To observe a Minutes silence for deceased members
- (b) Apologies
- (c) To confirm the Minutes of the Annual General Meeting held on Sunday 24<sup>th</sup> November 2024.
- (d) To receive and consider the President's, CEO and Board Report.
- (e) To receive, consider and adopt the financial report of the company the year ended 30 June 2025 and the reports by directors and auditors thereon.
- (f) To appoint the Auditor.
- (g) To consider, and if thought fit, approve the Ordinary Resolution (set out below) conferring benefits on Directors for 2025/2026.
- (h) To consider, and if thought fit, approve the Special Resolution (set out below) amending the Club's Constitution.
- (i) To declare the result of the election of the Board for the ensuring two years.
- (j) General Business.

### Ordinary Resolutions

- (1) That the members hereby approve for the period preceding the next Annual General Meeting, conferring of the payments in (a) and the benefits in (b) to the Directors in respect of their service as members of the Club's Board as follows:

- (a) That pursuant to the Section 10(6)(b) of *Registered Clubs Act 1976* as amended payment of the following sums, as honoraria, for the positions named and for the net sums referred to below (exclusive of any statutory deductions) in respect of services rendered to the Club:

President	\$350 per month	Director
	\$100 per month	

The members further acknowledge that the honoraria are not available to the members generally but only those members who are elected to the Board of Directors of the Club

- (b) That pursuant to section 10(6A) of the *Registered Clubs' Act 1976*,
- (i) reasonable meals and refreshments whilst entertaining and hosting special guests of professional advisers to the Club;
  - (ii) reasonable meals and refreshments following Board and Committee Meetings at the Club;

- (iii) reasonable expenditure on accommodation, transport, course costs, and meal allowance, and out of pocket expenses whilst attending industry seminars, training activities, trade shows, conferences and other industry activities as determined by the Board from time to time.
  - (iv) reasonable costs or expenses incurred by Directors in relation to attending functions whilst representing the Club with partners where appropriate;
  - (v) reasonable costs or expenses in relation to the provision of uniforms for the use of each Director when representing the Club;
  - (vi) reasonable costs or expenses incurred by Directors in relation to attending presentations to members, other persons or groups acknowledging services deemed by the Directors to be of benefit to the Club;
  - (vii) reasonable costs or expenses in relation to attending functions, dinners, sporting matches, corporate facilities, promotions, events or official functions while representing the Club in its corporate capacity in accordance with any sponsorship agreement or other comparable agreement.
- (c) The Club in its commercial dealings from time to time will engage in corporate sponsorships with trade suppliers and/or service providers which may result in the Club being entitled to benefits. These benefits may be in the form of function invitations, dinners, events, sporting matches or the like. The Board is willing to pass on these benefits to our members where appropriate. The members acknowledge that it is not possible to pass on these benefits equally amongst all members. The members also acknowledge that the Board will at all times determine which benefits are to be offered to members equally or will be in the best interest of the Club to represent the Club in its corporate capacity.
- (d) The members acknowledge that the benefits in paragraphs (a) and (b) above are not available to members generally but only for those who are Directors of the Club."

#### **NOTES TO MEMBERS ON THE ORDINARY RESOLUTION**

These notes are to be read in conjunction with the proposed Ordinary Resolution set out above:

Section 10(6)(b) of the *Registered Clubs Act* allows Directors to be paid an honoraria for their services to the Club provided that the payment has been approved by a resolution passed at a general meeting,

The purpose of the part (a) of the Ordinary Resolution is to have the members attending the Annual General Meeting approve the amount (specified next to each position) as honoraria for the positions named, in respect of services rendered to the Club. The adoption of part (a) of the Ordinary Resolution by members will confirm the amount to be paid to each of the Directors as honoraria and meet the disclosure requirements of the Corporations Act 2001 and the Registered Clubs Act 1976 as amended.

Section 10(6A) of the *Registered Clubs Act* provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided. The purpose of the part (b) of the Ordinary Resolution is to have the members attending the Annual General Meeting approve the benefits conferred by the above ordinary resolution and are consistent with those approved by members at the last Annual General Meeting and industry standards.

## **SPECIAL RESOLUTION**

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

That the Constitution of Woodburn-Evans Head RSL Club Ltd be amended by:

- (a) **deleting** wherever used in the Constitution the words:

*“these Articles” and replacing with the words “this Constitution”;*

*“the articles of association” and replacing with “this Constitution”;*

*“the Memorandum of Association” and replacing with “this Constitution”; and*

*“judiciary” and replacing with “disciplinary”.*

- (b) **deleting** from Rule 1 the definitions of:

- *“Ex-Servicemen”;*
- *“financial member”;* and
- *“Gaming Machines Act”.*

- (c) **inserting** into the definition of “Constitution” in Rule 1, between the words “the Club” and “which has” the words “comprising Section 1 and Section 2 an”.

- (d) **inserting** into Rule 1 the following new definitions in alphabetical order:

*“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 nominate for election to office as a director of the Club.*

*“financial” and “financial member” means a member who has renewed their membership by the relevant due date and/or has paid any annual subscription, levy or other payments owing to the Club.*

*“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.*

*“Liquor or Gaming Policy” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.*

*“Non-financial member” means a member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.*

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

- (e) **inserting** into Rule 7(b) the word “Social” between the words “application for” and “membership in”.

- (f) **deleting** Rule 7(d)(i)(a) and inserting the following new Rule 7(d)(i)(a):

- (a) *A person whose ordinary place of residence is in New South Wales is not less than such minimum distance as may be determined from time to time by the Board by by-law pursuant to this Constitution;*

- (g) **inserting** the following new Rule 7(d)(vi) and renumbering the remaining Rules accordingly:

- (v) *The Secretary or senior employee then on duty may refuse a person admission to the Club 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.*

- (h) **deleting** Rule 7(d)(vii) and inserting the following new Rules 7(d)(vii) and (viii) and renumbering the remaining Rules accordingly:

- (vii) *Temporary Members shall not be required to pay a joining fee or an annual subscription.*
- (viii) *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 18(a)(ii) on the first day that they enter the Club's premises during that period.*

- (i) **inserting** the following new paragraph after the existing paragraph in Rule 7(f):

- (g) *The Secretary or senior employee then on duty 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.*

- (j) **deleting** Rules 8(a) and (b) and inserting the following new Rules 8(a) and (b):

- (a) *Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address, email address and telephone number of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board.*
- (b) *Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:*
  - (i) *the joining fee (if any) and the appropriate subscription; and*
  - (ii) *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.*

- (k) **deleting** Rule 12 and inserting the following new Rule 12:

**RESIGNATION AND CESSATION OF MEMBERSHIP**

12. *A member at any time may resign their membership of the Club by either:*
- (a) *giving notice in writing to the Secretary; or*
  - (b) *returning their membership card to an officer of the Club and clearly indicating to the officer that they resign from membership.*

- (l) **deleting** Rule 13 and inserting the following new Rules 13 to 13I:

**DISCIPLINARY PROCEEDINGS**

13. *Subject to Rule 13B, the Board shall have power to reprimand, fine, suspend from some or all rights and privileges of membership for the same or varying periods of time, 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.*
- 13A. *Any use of social media or other electronic communication by a member or their guest that is or can be construed as being negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.*
- 13B. *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 13; and*
  - (ii) *The particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;*
  - (iii) *The date, time and place of the meeting of the Board at which the charge is to be heard.*
- (b) *The member charged shall be notified of the matters in paragraph (a) of this Rule 13 by notice in writing at least [insert] 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 must not act in an offensive or disruptive manner.*
- (d) *If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.*
- (e) *If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.*
- (f) *If the member fails to attend such meeting:*
  - (i) *the charge may be heard and dealt with and the Board may decide on the evidence before it; and*
  - (ii) *the Board may impose any penalties,*  
*the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.*
- (g) *After the Board has considered the evidence put before it, the Board may:*
  - (i) *immediately come to a decision as to the member's guilt in relation to the charge; or*
  - (ii) *advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.*
- (h) *After the Board has 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 13A(g)(i), immediately inform the member of the Board's decision; or*

- (ii) *in the case of a decision under Rule 13A(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*
  - (i) *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.*
  - (j) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*
  - (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 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 13A.*
  - (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.*
  - (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.*
- 13C. *The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 13A is not strictly complied with provided that there was no substantive injustice for the member charged.*

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

- 13D. *If a notice of charge is issued to a member pursuant to Rule 13A(a):*

- (a) *The Board by resolution; or*
- (b) *The Secretary (independently of the Board)*

*shall have power to suspend that member from some or 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.*

#### **ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**

- 13E. *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.*
- 13F. *In respect of any suspension pursuant to Rule 13E, the requirements of Rules 13 to 13C shall not apply.*
- 13G. *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 13E, 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;*
  - (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 13 and 13A.*
- 13H. *If a member submits a request under Rule 13G(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 13;*

*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).*

13I. *This Rule 13 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 16C of this Constitution and the powers contained in section 77 of the Liquor Act.*

(m) **deleting** from Rule 16 the words “Clause 6 of the Memorandum of Association” and inserting the words “this Constitution”.

(n) **deleting** Rules 16C(b) and (c) and inserting the following new Rules 16C(b) and (c):

(b) *The Secretary or an authorised person 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 at the time 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 Club premises 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 a smoke-free;*
- (vi) *who uses, or has in his possession, while on the premises, any substance that the Secretary or an employee exercising this power suspects of being a prohibited plant or a prohibited drug;*
- (vii) *whom the Club, under the conditions of its club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.*

(c) *If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club, the Secretary of the Club or (subject to Rule [insert] an employee of the Club, may at any subsequent time refuse to admit that person into the Club premises or may turn the person out, or cause the person to be turned out of the Club premises.*

(o) **inserting** the following new Rule 16C(g):

(g) *Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the provisions of Rules 13 to 16 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.*

(p) **deleting** Rule 17 and inserting the following new Rule 17:

#### **NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBERS' DETAILS**

17. *Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) as soon as practicable following the change to their details.*

(q) **deleting** Rule 18(a)(i) and inserting the following new Rule 18(a)(i):

(i) *Full Member Register. The register of members shall contain the name and address of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to*

*use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.*

- (r) **deleting** Rule 19(b)(iv) and inserting the following new Rule 19(c) and renumbering the remainder of the Rule accordingly:

(c) *On all other matters and resolutions at general meetings of the Club, only the Sub-Branch Members shall be entitled to vote except where the Registered Clubs Act requires to vote of all 'ordinary members' (as defined in section 4 of the Registered Clubs Act).*

- (s) **deleting** the heading before Rule 22 and inserting the following new heading:

***JOINING FEES, SUBSCRIPTIONS AND LEVIES***

- (t) **deleting** Rule 24(a) and inserting the following new Rule 24(a):

(a) *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.*

- (u) **deleting** Rule 29 and inserting the following new Rules 29 and 29A:

29. *A member who:*

- (a) *is an employee;*
- (b) *is currently under suspension pursuant to Rules 13, 13E or 16 (including a provisional suspension under Rule 13D);*
- (c) *is not a Financial member;*
- (d) *is disqualified from managing any company under the Act;*
- (e) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
- (f) *is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*
- (g) *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;*
- (h) *has not been a Financial member of the Club for at least 2 years immediately preceding the proposed date of election or appointment to the Board;*
- (i) *was an employee of the Club during the 2 years immediately preceding the proposed date of election or appointment to the Board;*
- (j) *has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);*

*shall not be eligible to stand for or be elected or appointed to the Board.*

29A. *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.*

- (v) **deleting** Rule 35A and inserting the following new Rule 35A:

35A. *The office of a member of the Board shall automatically be vacated if the person holding that office:*

- (a) *dies;*
- (b) *is disqualified for any reason referred to in Section 206B of the Act;*
- (c) *becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act;*



- (d) *fails to complete mandatory training requirements for directors referred to in Rule [insert] within the prescribed period (unless exempted);*
- (e) *fails to declare the nature of an interest in a contract or office or property as provided by the Act.*
- (f) *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;*
- (g) *is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the person from office;*
- (h) *is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office not be vacant as a result of that absence;*
- (i) *transfers to a class of membership that would disqualify the person from being eligible for appointment to his or her own office under the provisions of this Constitution following the change of membership class;*
- (j) *becomes an employee of the Club;*
- (k) *by notice in writing resigns from office as a director;*
- (l) *ceases to be a member of the Club;*
- (m) *was not eligible to stand for or be elected or appointed to the Board;*
- (n) *ceases to hold the necessary qualifications to be elected or appointed to the Board;*
- (o) *is convicted of an indictable offence (unless no conviction is recorded);*
- (p) *is not a Financial member of the Club;*
- (q) *does not have or ceases to have a Director Identification Number (unless exempted from doing so);*
- (r) *is removed from office as a director in accordance with the Act and this Constitution.*

(w) **deleting** Rules 38(b) to (q) and inserting the following new Rules 38(b) to (s):

- (b) *To make, alter and repeal By-laws Rules or regulations not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws Rules and Regulations, and without limiting the generality of this Rule the Board may regulate:*
  - (i) *such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and*
  - (ii) *the operations of the Club;*
  - (iii) *the control and use of the Club's premises;*
  - (iv) *the control and management of competitions;*
  - (v) *the conduct of members and guests of members;*
  - (vi) *the playing and social privileges of each category of membership;*
  - (vii) *the conduct of members in relation to Club employees;*
  - (viii) *the use of social media and other forms of electronic communication by members and guests of members;*

- (ix) *generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.*
- (c) *To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.*
- (d) *To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.*
- (e) *To engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration but no payment or part payment of any secretary manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.*
- (f) *To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.*
- (g) *To ensure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.*
- (h) *To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claim or demands by or against the club.*
- (i) *To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.*
- (j) *To invest and deal with any of the moneys of the Club not immediately required for the purpose of the Club upon such securities and in such manner as the Board may think fit and from time to time vary or realise such investments.*
- (k) *From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purpose of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks perpetual or otherwise and whether charged upon all or any of the Club's property both present and future or not. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.*
- (l) *To sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or other rights (property or otherwise).*
- (m) *To sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.*
- (n) *To fix the maximum number of each class of members who may be admitted to the Club.*
- (o) *To fine, caution, reprimand, suspend for such period as it thinks fit or expel any member who shall wilfully infringe any provision of this Constitution or of the By-Laws Rules or Regulations of the Club or who shall in the opinion of the Directors be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.*
- (p) *To impose any restrictions or limitations on the rights and privileges of members honorary members and visitors relating to the use by them of the Club premises and/or amenity of facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.*
- (q) *To recommend the amount of honorarium payable to any member of the Board under Clause 4 of the Memorandum and subject to approval by a General Meeting to pay such honorarium.*
- (r) *To repay actual out-of-pocket expenses incurred by any member of the Board.*
- (s) *To regulate the use of social media and other forms of electronic communication by members and guests of members.*

(y) **deleting** Rule 44 in its entirety.

(z) **deleting** from Rule 44A(a) and inserting the following new Rule 44A(a):

- (a) *Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution. The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.*

(aa) **inserting** the following new Rule 47B and renumbering the remainder of the Rule accordingly:

*47B. 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.*

(bb) **deleting** from Rule 63 and inserting the following new Rule 63:

*63. 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, the Registered Clubs Act and the Registered Clubs Accountability Code.*

(cc) **deleting** from Rule 58 and inserting the following new Rule 58:

- 58. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate:*
- (i) the Club's profit and loss accounts and trading accounts for the quarter; and*
- (ii) a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.*
- (b) The financial statements shall be available to the members of the Club within seven (7) days of the statements being adopted by the Board.*
- (c) The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements.*
- (d) The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.*

(dd) **deleting** from Rules 62 and 63 and inserting the following new Rules 62 to 63E:

*62. A notice (including a notice of Annual General Meeting) may be given by the Club to any member either:*

- (a) *personally;*
- (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 displaying the notice on the Club notice board and/or the Club's website;*
- (d) *by sending it by any electronic means; or*
- (e) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

*63. Where a notice is provided personally in accordance with Rule 62(i), the notice is taken to have been given on the day on which it was provided to the member.*

*63A. Where a notice is sent by post to a member in accordance with Rule 62(ii) 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.*

63B. *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*

63C. *Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.*

63D. *Where a member is notified of a notice in accordance with Rule 62(v), the notice is taken to have been received on the day following that on which the notification was sent.*

63E. *If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.*

(ee) **inserting** after Rule 71 the following new Rule 71A:

71A. *Notwithstanding any other provision of this Constitution, the Club has the power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.*

(ff) **inserting** the following new Rules 83 to 85:

#### **INTERPRETATION**

83. *A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.*

#### **MEETINGS AND VOTING**

84. *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;*
- (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; and*
- (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.*

85. *If there is any inconsistency between Rule 83 and any other provision of this Constitution, Rule 83 shall prevail to the extent of that inconsistency.*

(gg) **making** such general consequential amendments necessary to ensure that cross referencing of Rules and paragraphs, together with Rule and paragraph numbering, are correct throughout the Constitution.

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

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the *Corporations Act* and the *Registered Clubs Act*.

### **General Wording Updates**

2. Replace old references like "these Articles", "the articles of association", "the Memorandum of Association" and "judiciary" with modern terms such as "this Constitution" and "disciplinary".

➤ This modernises the language to reflect the Corporations Act..

### **Definitions**

3. Delete outdated or duplicated definitions (e.g. Ex-Servicemen, financial member, Gaming Machines Act).
4. Insert updated and new definitions, including Director Identification Number, financial member, non-financial member, Liquor Act, Gaming Machines Act, Liquor or Gaming Policy, and Quarter.
  - This ensures the Constitution reflects current legislation and clarifies key terms.

### **Membership Provisions**

5. Inserts “Social” into Rule 7(b) so Social membership is included in application processes.
6. Update residency requirements for members living in NSW.
7. Allows the Secretary or senior employee to refuse or terminate Temporary membership at any time.
8. Clarifies Temporary members’ rights (no joining fee, maximum 7 days unless extended by law, only one register entry required).
9. Permits the Secretary or senior employee to refuse admission or remove Provisional members, with fees refunded.
10. Updates membership application process to require address, email, phone number, and official ID.
  - These changes modernise admission processes, strengthen controls, and align with legislation.

### **Resignation & Cessation**

11. Simplifies membership resignation: members may resign in writing or by returning their membership card.
  - Provides a clearer, more practical process.

### **Disciplinary Rules**

12. Expanded powers for the Board to reprimand, fine, suspend, or expel members for misconduct.
13. New provisions on social media use — negative or damaging posts about the Club may amount to misconduct.
14. Clearer procedures for disciplinary hearings, rights of members, conduct expectations, and appeals.
15. Provisional suspension possible pending a hearing.
16. New powers for the Secretary (or delegate) to suspend members for up to 12 months for misconduct.
  - These rules modernise and strengthen disciplinary processes, including dealing with online behaviour.

### **Club Premises & Conduct**

17. Update powers to refuse entry or remove people from the premises (e.g. intoxicated, disorderly, breaching smoking laws, drug use, hawking goods).
18. New rule allowing the Club to implement and enforce Liquor or Gaming Policies without needing to follow formal disciplinary procedures.
  - Protects members, staff and the Club’s licence by tightening behaviour standards.

### **Member Information**

19. Members must promptly notify the Club of changes to contact details.
20. Clarify what must be recorded in the register of members.
  - Improves accuracy of Club records and compliance.

### **Voting & Meetings**

21. Confirm only Sub-Branch members may vote on general matters, except where law requires otherwise.

22. Amend procedures for member-proposed resolutions (normally requires 5% support, but the Board may accept less).
23. Insert new rules confirming the Chairperson's powers to run meetings and remove disruptive members.
24. Allow electronic distribution of notices, meetings, and voting.
  - Provides flexibility, reflects modern practice, and ensures fair conduct of meetings.

### **Fees & Subscriptions**

25. Clarify that the Board sets joining fees, subscriptions, levies and other payments in line with the Act.
  - Ensures compliance and flexibility.

### **Board Membership & Governance**

26. Update eligibility rules for directors (e.g. must be financial, not suspended, hold Director Identification Number, not recently employed by the Club, not guilty of disciplinary offences).
27. Require directors to complete mandatory training.
28. Office of a director automatically vacated in more circumstances (e.g. disqualification, failure to complete training, conviction of an indictable offence, loss of Director ID).
29. Expand Board powers over by-laws, discipline, property, employees, finance, and social media.
  - Strengthens governance and ensures directors meet modern standards.

### **Financial Management & Reporting**

30. Require quarterly financial statements for the Board and members.
31. Clarify that proper accounts must be kept under all relevant legislation.
32. Notices to members can be given personally, by post, electronically, or via website/noticeboard.
  - Improves transparency and ensures compliance with current reporting rules.

### **Interpretation**

33. Board decisions on interpreting the Constitution or by-laws are binding.
34. Confirms that electronic meetings and voting are allowed.
  - Provides certainty and flexibility in governance.

### **Consequential Changes**

35. Minor amendments to update cross-references and numbering.
  - Ensures consistency throughout the Constitution.

### **General Explanation**

36. Overall purpose of the amendments: These changes modernise the Constitution, update terminology, strengthen governance and disciplinary processes, improve transparency, and bring the Club's rules into line with current legislation and best practice.

**Please Note:** These Explanatory Notes to Members are not to be taken in any way as affecting the wording of the proposed amendments to the Constitution, but are provided to inform members of what is proposed and to draw attention to the reasons behind the proposed amendments.

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### Procedural matters

1. Amendments to the Special Resolutions will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolutions.
2. To be passed, a Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
3. Under the Club's Constitution only Life members and financial Sub-Branch Members are eligible to vote on the Special Resolution.
4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
5. The Board of the Club recommends that members vote in favour of the Special Resolutions as it will keep the Club's Constitution current with relevant legislation affecting clubs.

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Dated 25<sup>th</sup> August 2025

By Direction of the Board

N.H. Genge  
Company Secretary