

**PADSTOW BOWLING & RECREATION CLUB LIMITED**  
**ACN 000 129 742**

**NOTICE OF SPECIAL RESOLUTION**

TO BE CONSIDERED AND VOTED ON AT THE ANNUAL GENERAL MEETING OF THE CLUB TO BE HELD ON SUNDAY THE 6<sup>TH</sup> OF NOVEMBER 2022.

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**PROCEDURAL MATTERS FOR SPECIAL RESOLUTION**

1. The resolution is proposed as a Special Resolution in accordance with the Corporations Act
2. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
3. Life members and financial Bowling members male and female are eligible to attend the meeting and vote on the Special Resolution.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. The Board recommends the Special Resolution to members.

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**SPECIAL RESOLUTION**

That the Constitution of Padstow Bowling & Recreation Club Limited be amended by:

- (a) **“deleting** the following from Article 1 *“Code” means the Companies (NSW) Code”* and **replacing** it with the following *““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”*
- (b) **inserting** the following definitions in Article 1:  
*“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.*  
*“Quarter” means a period of 3 months ending on 31 March, 30 June, 30 September, or 31 December.”*
- (c) **deleting** Article 2 and replacing it with the following new Article 2:  
*“The number of Full members having the right to vote in the election of the Board shall be not less than such minimum prescribed by the Registered Clubs Act.”*
- (d) **deleting** Article 3 and **inserting** the following new Article 3:  
*“3(a) Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.”*  
*3(b) The Constitution and By-laws of the Club have effect as a contract between:*
  - (a) *the Club and each member; and*
  - (b) *the Club and each director;*
  - (c) *each member and each other member,**under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.”*
- (e) **deleting** the following words from Article 6 (a) *“or a person deemed to be a Bowling Member pursuant to Article 3(a). and “A person deemed to be a Bowling Member pursuant to Article 3(a) shall be deemed to have paid the entrance fee (if any) and the annual subscription for the then current financial year.*

- (f) **deleting** the following words from Article 6 (c) *“or a person deemed to be a Non- Bowling Member pursuant to Article 3(a)”*. and *“A person deemed to be a Non- Bowling Member pursuant to Article 3(a) shall be deemed to have paid the entrance fee (if any) and the annual subscription for the then current financial year.”*
- (g) **inserting** the following new Article 9 (bb):  
*“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 Article shall only be required to enter their relevant details in the register of Temporary members referred to in Article 19 on the first day that they enter the Club’s premises during that period.”*
- (h) **inserting** the following new Article 9 (h):  
*“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.”*
- (i) **inserting** the following new Article 11(1):  
*“11(1) For the purposes of section 246B of the Act, the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution in accordance with these Articles and without the need for a separate resolution to be passed by members of that class of membership.”*
- (j) **deleting** the words *“and occupation”* from Article 12(a) and **inserting** the word *“and”* before the word *“address”*.
- (k) **deleting** the words *“the proposer and seconder and”* from Article 12 (a) and **deleting** the words, *“particulars of the nomination”* from Article 12 (c) and replacing them with the words, *“the full name of the applicant”*.
- (l) **deleting** Article 16 and **replacing** it with the following new Articles 16:  
*“16 (a) Subject to Article 16(b), the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:*  
*(i) 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*  
*(ii) is, in the reasonable opinion of the Board:*  
*(1) guilty of any conduct prejudicial to the interests of the Club; or*  
*(2) guilty of conduct which is unbecoming of a member.*  
*(b) The following procedure shall apply to disciplinary proceedings of the Club:*  
*(i) A member shall be notified of:*  
*(1) any charge against the member pursuant to Article 16(a); and*  
*(2) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;*  
*(3) the date, time and place of the meeting of the Board at which the charge is to be heard.*  
*(ii) The member charged shall be notified of the matters in paragraph (i) of this Article 16(b) by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.*  
*(iii) The member charged shall be entitled to:*  
*(1) attend the meeting for the purpose of answering the charge; and*  
*(2) submit to the meeting written representations for the purpose of answering the charge;*  
*(3) call witnesses provided that:*

- (a) *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*
  - (b) *the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).*
- (iv) *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.*
- (v) *If the member charged does not comply with the warning given in accordance with paragraph (iv) of this Article, 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.*
- (vi) *If the member fails to attend such meeting:*
- (1) *the charge may be heard and dealt with, and the Board may decide on the evidence before it; and*
  - (2) *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.*
- (vii) *After the Board has considered the evidence put before it, the Board may:*
- (1) *immediately come to a decision as to the member's guilt in relation to the charge; or*
  - (2) *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.*
- (viii) *After the Board has come to a decision as to the member's guilt in relation to the charge it must:*
- (1) *in the case of a decision under Article 16(vii)(1) of this Article, immediately inform the member of the Board's decision; or*
  - (2) *in the case of a decision under Article 16(vii)(2), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*
- (ix) *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 of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:*
- (1) *at the meeting or afterwards; and*
  - (2) *by way of verbal or written submissions or a combination thereof.*
- (x) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*
- (xi) *No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.*

- (xii) *The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Article 16.*
- (xiii) *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.*
- (xiv) *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.*
- (c) *The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Article 16(b) is not strictly complied with provided that there was no substantive injustice for the member charged.*

**PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING**

- (d) *If a notice of charge is issued to a member pursuant to Article 16(b)(i):*
  - (1) *the Board by resolution; or*
  - (2) *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.*

**ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**

- (e) *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.*
- (f) *In respect of any suspension pursuant to Article 16(e), the requirements of Articles 16(a) to 16(d) shall not apply.*
- (g) *If the Secretary (or his or her delegate) exercises the power pursuant to Article 16(e), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
  - (1) *the member has been suspended as a member of the Club; and*
  - (2) *the period of suspension;*
  - (3) *the privileges of membership which have been suspended; and*
  - (4) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Articles 16(a) and 16(b).*
- (h) *If a member submits a request under Article 16(g)(4):*
  - (1) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
  - (2) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Article 16.1;*
- (i) *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).*
- (j) *This Article 16 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Article 16.3 of this Constitution and the powers contained in section 77 of the Liquor Act.*

**16.1 DISCIPLINARY COMMITTEE**

- 16.1.1 *The Board may by resolution delegate all of the powers and functions given to the Board by Article 16 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.*

16.1.2 *The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Article 16 save that:*

- (a) *a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and*
- (b) *all references to the Board in Article 16, except for Article 16(b)(xiii) shall be read as being references to the Disciplinary Committee.*

16.1.3 *The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Article 16 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:*

- (a) *the procedure set out in Article 16 is followed; and*
- (b) *the member is notified that the Board is exercising the power under this Article 16.1.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.*

16.1.4 *The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Article 21.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.*

16.1.5 *This Article 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Article 23 of this Constitution and the powers contained in section 77 of the Liquor Act.*

## **16.2 MEMBER UNDER SUSPENSION**

16.2.1 *Any Full member whose membership is suspended pursuant to Articles 16 or 16.1 shall during the period of such suspension not be entitled to:*

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

## **16.3 REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

16.3.1 *In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Article 16.3.5, 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:*

- (a) *who is then intoxicated, violent, quarrelsome or disorderly; or*
- (b) *who, for the purposes of prostitution, engages or uses any part of the premises of the Club;*
- (c) *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;*
- (d) *who hawks, peddles or sells any goods on the premises of the Club;*
- (e) *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.*

- (f) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.*
- (g) *whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.*

16.3.2 *If pursuant to Article 16.3.1 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 16.3.5) 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.*

16.3.3 *Without limiting Article 16.3.2, if a person has been refused admission to or turned out of the Club in accordance with Article 16.3.1(a), 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.*

16.3.4 *Without limiting Article 16.3.2, if a person has been refused admission to or turned out of the Club in accordance with Article 16.3.1.(a), the person must not:*

- (a) *remain in the vicinity of the Club; or*
- (b) *re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.*

16.3.5 *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:*

- (a) *in the absence of the Secretary from the premises of the Club the senior employee then on duty; or*
- (b) *any employee authorised by the Secretary to exercise such power.*

(m) **deleting** Article 18 and **inserting** the following new Article 18:

**“18. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS**

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

(n) **deleting** “\$2.00” from Article 22 and replacing it with the words “such minimum amount as prescribed by the Registered Clubs Act”.

(o) **deleting** from Article 26 the words “to an amount of not less than \$2.00 in respect of individual cases”.

(p) **inserting** the following new Article 27(1):

“27(1) *The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Article 27. The following provisions shall apply in respect of Board Appointed Directors:*

- (a) *The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.*
- (b) *A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.*
- (c) *The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.”*

(q) **inserting** the words, “who have been financial Bowling Members of the Club for a period of at least two (2) years “after the words “(male and female) “in Article 29 and inserting the following new Articles 30(1), 30(2) and 30 (3):

“30(1) *A member who:*

- (a) *is an employee; or*

- (b) *is currently under suspension pursuant to Articles 20 or 21;*
- (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) *has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);*
- (h) *has not been a Financial full Bowling member (male or female) of the Club for at least two (2) years immediately preceding the proposed date of election or appointment to the Board;*
- (i) *was an employee of the Club during the two (2) years immediately preceding the proposed date of election or appointment to the Board;*
- (j) *is a current contractor of the Club or a director, secretary, employee, or business owner of a contractor;*
- (k) *was a contractor of the Club or a director, secretary, employee, or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board;*
- (l) *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);*
- (m) *is a director of another registered club;*

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

30(2) *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."*

30(3) *A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.*

(r) **deleting** Article 34 and **replacing** it with "Article 34 Deleted".

(s) **deleting** Article 35 and **inserting** the following new Article 35:

"35. *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 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.*
- (d) *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 is not vacant as a result of that absence.*
- (e) *by notice in writing resigns from office as a director.*
- (f) *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.*
- (g) *ceases to be a member of the Club.*
- (h) *becomes an employee of the Club.*
- (i) *fails to complete the mandatory training requirements for directors referred to in Article 30 (2) within the prescribed period (unless exempted);*

- (j) was not eligible to stand for or be elected or appointed to the Board;
  - (k) ceases to hold the necessary qualifications to be elected or appointed to the Board;
  - (l) is convicted of an indictable offence (unless no conviction is recorded);
  - (m) is not a Financial member of the Club;
  - (n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;
  - (o) is removed from office as a director in accordance with the Act and this Constitution.”
- (t) **deleting** the word, “month” from Article 41 and **replacing** it with the word “Quarter”.
- (u) **inserting** the following new Article 46 (d) “In addition to sub articles 46 (a) to (c) above, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.”
- (v) **deleting** Articles 48 and 48 (1) and **inserting** the following new Articles 48 and 48(1):

**“48. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

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

- (a) declare the nature of the interest at a meeting of the Board; and
- (b) comply with Article 48.2.

48.2 Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

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

**48(1). REGISTERED CLUBS ACCOUNTABILITY CODE**

48(1) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Article 48(1). If there is any inconsistency between the Registered Clubs Accountability Code and this Article 48(1), the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.

48(1).2 For the purposes of this Article 48(1), 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**

48(1).3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

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

48(1).4 Contracts of employment with top executives:

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

**Contracts with directors or top executives**

48(1).5 Subject to any restrictions contained in the Registered Clubs Act and Article 48(1).7 the Club must not enter into a commercial arrangement or a contract with a director or top executive or



with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

48(1).6 A "pecuniary interest" in a company for the purposes of Article 48(1).5 does not include any interest exempted by the Registered Clubs Act.

#### **Contracts with Secretary and managers**

48(1).7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

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

#### **Loans to directors and employees**

48(1).8 The Club must not:

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

#### **Restrictions on the employment of close relatives of directors and top executives**

48(1).9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

48(1).10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

#### **Disclosures by directors and employees of the club**

48(1).11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.

48(1).12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Article 48.

#### **Training disclosures**

48(1).13 The Club must make available to members:

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

48(1).14 The Club must 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.

#### **Provision of information to members**

48(1).15      *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.*

(w)      **inserting** the following sub heading and Articles 57 (3) to 57 (8) inclusive:

***“ADDITIONAL MATTERS***

57(3)      *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Article will not operate in relation to a meeting called pursuant to a request or requisition of members.*

57(4)      *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*

57(5)      *If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.*

57(6)      *The Club may record general meetings (including Annual General Meetings) using audio and/or visual technology but members are not permitted to do so.*

57(7)      *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.*

57(8)      *The Board may authorise persons other than members to attend and speak at a general meeting, but those persons shall not be entitled to vote at general meetings.”*

(x)      **deleting** Articles 68 to 71 inclusive and **inserting** the following new Articles 68 to 71 inclusive:

*“68.      The Board shall:*

- (a)      *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.*
- (b)      *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.*
- (c)      *cause the financial statements referred to in paragraph (b) of this Article to be submitted to a meeting of the Board.*
- (d)      *make the financial statements referred to in paragraph (b) of this Article available to members of the Club within seven (7) days of the statements being adopted by the Board.*
- (e)      *indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Article.*
- (f)      *provide a copy of the financial statements referred to in paragraph (b) of this Article available to any member on the written request of the member.*

69.      *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.

70. 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.

71. 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."

(y) **deleting** Article 76 and **inserting** the following new Article 76:

**"76. NOTICES**

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

- (a) personally; or
- (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
- (c) by sending it to the electronic address (if any) of the member;
- (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

76.2 Where a notice is personally given to a member in accordance with Article 76.1(a), the notice is received on the day the member is given the notice.

76.4 Where a notice is sent to a member in accordance with Articles 76.1(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

76.5 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Article 76.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice."

(z) **inserting** new heading and Article 79 as follows:

**"MEETINGS AND VOTING**

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

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

79.1. If there is any inconsistency between Article 79 and any other provision of this Constitution, Article 79 shall prevail to the extent of that inconsistency."

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**Notes to Members on the Special Resolution**

6. The Special Resolution proposes a series of amendments to the Constitution to bring it into line with best practice and the Corporations Act, Liquor Act and Registered Clubs Act ("RCA").
7. **Paragraphs (a) and (b)** update and insert new definitions to be used throughout the Constitution.
8. **Paragraph (c)** reflects the provision in the RCA which provides that the number of Full members having the right to vote in the election of the Board shall not at any time be less than any minimum prescribed by the RCA.
9. **Paragraph (d)** clarifies that members are bound by and must comply with the Constitution, By-laws and any other applicable determinations, resolutions, and policies of the Club.
10. Paragraphs (e) and (f) remove outdated references to an historic membership category.
11. **Paragraphs (g) and (h)** provide that a Temporary member may be admitted to the Club for a period of up to seven days in accordance with the requirements of the RCA, and that the Secretary may terminate a Temporary membership or require the Temporary member to leave the premises of the Club at any time.
12. **Paragraph (i)** deletes reference to the maximum number of members that the Club can have as this provision was removed from the RCA some years ago and replaces it with a new Article 11(1) which clarifies that the rights of a class of membership may be varied or cancelled by way of a special resolution passed by eligible members (and without the members of that class of membership passing a separate resolution).
13. **Paragraphs (j) and (k)** remove the requirement for the Club to put an applicant's address on the Notice Board as well as their name. The RCA was recently amended to remove the requirement to record the occupation of an applicant for membership and to put up the address of a new applicant for membership of the Club.
14. **Paragraph (l)** amends existing provisions relating to disciplinary proceedings to bring the Constitution into line with best practice. Paragraph (l) also amends the existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
15. **Paragraph (m)** clarifies that every member must advise the Club of any change to their personal details (including their address, email address and telephone number).
16. **Paragraphs (n) and (o)** amend the Constitution to reflect the recent amendments to the Registered Clubs Act whereby the minimum subscription fee payable by members is no longer required to be \$2, and instead the amount of the subscription fees will be determined by the Board from time to time.
17. **Paragraph (p)** enshrines in the Constitution the Board's legislative power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies).
  - (a) The Registered Clubs Act and Registered Clubs Regulations enable boards of registered clubs to appoint up to two (2) directors (who are not elected by members or appointed by the Board to fill casual vacancies) to the Board.
  - (b) This means that the Board may appoint up to two (2) directors to the Board.
  - (c) For the avoidance of doubt:
    - (i) the directors appointed to the Board are in addition to the seven (7) directors elected by members or appointed by the Board to fill casual vacancies so the Board could consist of 9 directors; and
    - (ii) the Board is not required to appoint persons to the Board, but it may do so if it wishes;
    - (iii) any person appointed by the Board to be a director only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in this Constitution such as belonging to a particular category of membership or being a member for a specific period of time before standing for or being elected or appointed to the Board;
    - (iv) if a person is appointed to the Board, the Club must, within twenty-one (21) days of the appointment, display a notice on the Club's noticeboard and website stating:
      - (1) the reasons for the person's appointment, and
      - (2) the person's relevant skills and qualifications, and
      - (3) any payments to be made to the person in connection with his or her appointment.
  - (d) This amendment allows the Board to identify persons with particular skills, expertise and experience which may be beneficial to the Club and allow the Board to appoint those persons to the Board.
  - (e) For example, the Club may undertake a major construction project in the future and none of the directors at the time may have expertise in construction. This amendment allows the Board to identify and appoint a person or persons with expertise in construction who will be able to assist the Club in completing the construction project.
18. **Paragraph (q)** will amend Article 29 to add in a new eligibility requirement for election to the Board which is that a member must have been a Bowling Member for at least 2 years before being eligible to nominate for or be elected to the Board and will also add in a new Article 31 (1) which will introduce further eligibility restrictions on members being able to be elected to the Board including if he or she:

- (a) is an employee; or
  - (b) is currently under suspension pursuant to Articles 20 or 21;
  - (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) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);
  - (h) has not been a Financial Bowling Member of the Club for at least two (2) years immediately preceding the proposed date of election or appointment to the Board;
  - (i) was an employee of the Club during the two (2) years immediately preceding the proposed date of election or appointment to the Board;
  - (j) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
  - (k) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board;
  - (l) 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);
  - (m) is a director of another registered club.
19. **Paragraph (q)** will also add in a new Article 30 (2) which inserts a new provision which states that any person who is elected or appointed to the Board must complete mandatory training requirements for directors as prescribed by the Regulations made under the Registered Clubs Act (unless exempted) and adds in a new Article 30 (3) which requires all directors to have a Director Identification Number as required under the Corporations Act.
20. **Paragraph (q)** also clarifies that any person who is elected or appointed to the Board must complete the mandatory director training as prescribed by the Registered Clubs Act and Regulation.
21. **Paragraphs (r) and (s)** amend existing provisions relating to vacancies on the Board to bring the Constitution into line with best practice and Registered Clubs Act.
22. **Paragraph (t)** amends the Constitution by requiring the Board to meet at least once per quarter, as opposed to requiring monthly meetings in accordance with the RCA.
23. **Paragraph (u)** clarifies that a board resolution can be passed by way of email. This is permitted by the Corporations Act.
24. **Paragraph (v)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Corporations Act, Registered Clubs Act and Registered Clubs Regulation.
25. **Paragraph (w)** amends existing provisions relating to general meetings to bring the Constitution into line with the Corporations Act.
26. **Paragraph (x)** updates the existing Articles as they relate to the Club's financial reporting obligations under the Corporations Act. The new Articles 68 to 71 inclusive reflect the requirements of the Corporations Act.
27. **Paragraphs (y) and (z)** amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds a new Article 79 which reflects recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents to a meeting electronically.
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Dated:

26/9/2022.

By direction of the Board



Jason Proops

Chief Executive Officer