

CARDIFF RSL CLUB LIMITED.

ACN 001 065 425



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of CARDIFF RSL CLUB LIMITED to be held on Sunday 21 May 2023 commencing at 9.00am at the premises of the club at 45 Macquarie Road, Cardiff, New South Wales 2285.

BUSINESS TO BE CONDUCTED

1. To confirm and adopt the minutes of the previous Annual General Meeting held on 10 April 2022.
2. To receive and consider the Presidents Report.
3. To receive and consider the Secretary Managers Report.
4. To receive and consider the Directors Report.
5. To receive and consider the Financial Statements and the Report from the Auditor.
6. To consider and if thought fit, pass each of the three Ordinary Resolutions set out below under the heading "Notice of Ordinary Resolutions".
7. To consider and if thought fit, pass the Special Resolution set out below under the heading "Notice of Special Resolution".
8. To announce the results of the Directors Ballot.
9. To deal with any other general business that may be dealt with at the AGM.

Note: For questions in relation to the Financial Statements please contact the Secretary Manager at least two (2) weeks prior to the meeting, to allow thorough research of answers.

ANNUAL REPORT

Members should refer to www.cardiffsl.com.au to obtain copies of the Club's Reports and Summary Financial Statements for 2022. Copies of the Clubs Reports and Financial Statements will also be made available upon request.

NOTICE OF ORDINARY RESOLUTIONS

FIRST RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$5,500.00 until the next Annual General Meeting of the Club for the following activities of directors.
 - (i) The reasonable cost of a meal and beverage for each director immediately after a board or committee meeting on the day of that meeting when that meeting corresponds with a normal meal time.
 - (ii) Reasonable expenses incurred by directors in travelling to and from directors meetings or other duly constituted committee meetings as approved by the board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
 - (iii) Reasonable expenses incurred by directors in relation to such other duties including entertainment of special guests of the Club and other promotional activities performed by directors which activities and the expenses there from are approved by the board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are directors of the Club.

SECOND RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$20,000.00 for the professional development and education of directors until the next Annual General Meeting and being :
 - (i) The reasonable cost of directors and their spouses attending the RSL & Service Clubs and/or Clubs NSW Annual General Meeting including meals and accommodation:
 - (ii) 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:

- (iii) The reasonable cost of directors attending other Registered Clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are directors of the Club.

THIRD RESOLUTION

That the pursuant to the Registered Clubs Act the members approved that payment of the following Honoraria for the forthcoming year:

- (a) Presidents Honorarium \$4,100.00
- (b) Director's Honorarium \$3,000.00 per Director

NOTES TO MEMBERS

These notes are to read in conjunction with the proposed Resolutions:

1. The First Resolution is to have the members in General Meeting approve an amount no greater than \$5,500.00 for expenditure by the Club in relation to duties performed by the Club's directors.
2. The Second Resolution is to have members in General Meeting approve an amount no greater than \$20,000.00 for the expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events including the RSL & Services Clubs and/or Clubs NSW Annual General Meeting and to visit other clubs to enable the Club's Board to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
3. The Third Resolution is to have the members approve Honoraria for the Club President and Directors.
4. Each of the resolutions must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
5. To be passed each ordinary resolution must receive votes in favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.

NOTICE OF SPECIAL RESOLUTION

SPECIAL RESOLUTION

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

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

- (a) **inserting** new Rule 2.5 as follows:

"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;*
- (d) *under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person."*

- (b) **inserting** the following new Rules 3.1(h), (i), (n) and (p) as follows and **renumbering** the remaining provisions accordingly:

"(h) "Director Identification Number" means the number that is referred to by the same words in section 1272C of the Corporations Law that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

- (i) **"Financial member"** means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
 - (n) **"Non-Financial member"** means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
 - (p) **"Quarter"** means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December."
- (c) **deleting** Rule 3.2 and **renumbering** the remaining provision accordingly.
- (d) **deleting** from Rule 11.2 the words "and address."
- (e) **deleting** Rule 12.2 and **inserting** the following new Rule 12.2 as follows:
- "Should a person who is admitted as a Provisional member not be elected to membership of the Club 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."*
- (f) **inserting** new Rule 14.3 and **renumbering** the remaining provisions accordingly:
- "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 18.1(c) on the first day that they enter the Club's premises during that period."*
- (g) **inserting** into Rule 15.4 the words "either in hard form or created electronically," after the words "in writing."
- (h) **deleting** Rule 15.4(d) and **inserting** the following new Rules 15.4(d) and (e):
- (d) the telephone number of the applicant;
 - (e) The email address of the applicant".
- (i) **inserting** at the beginning of Rule 15.5 the words "Except in the case of an online electronic application for membership,"
- (j) **inserting** new Rule 15.6 and **renumbering** the remaining provisions accordingly:
- "Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board by a By-law from time to time."*
- (k) **inserting** into renumbered Rule 15.7 the words "in accordance with Rule 15.5 above" after the word "presented."
- (l) **inserting** into Rule 15.8 the words "(if any)" after the words "applied for."
- (m) **deleting** renumbered Rules 15.9 and 15.10 and **inserting** the following new Rules 15.9 and 15.10 as follows:
- 15.9** The full name of each applicant for membership whether it is in hard form or created electronically, shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
 - 15.10** An interval of at least fourteen (14) days shall elapse between the Club's receipt of the nomination form (including an electronic nomination form in accordance with Rule 15.6 above) of a person for election and the election of that person to membership of the Club."
- (n) **deleting** Rule 16.1 and **inserting** new Rule 16.1 as follows:
- " For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions and other payments (excluding levies) payable by members of the Club."*

- (o) **deleting** from Rule 16.3 the words *"provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act."*
- (p) **deleting** the first sentence of Rule 17.1 and **inserting** the following new sentence *"Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to."*
- (q) **deleting** Rule 18.1(a)(ii) and **renumbering** the remaining provisions accordingly.
- (r) **inserting** at the beginning of renumbered Rule 18.1(a)(iv) the words *"for the purposes of the Registered Clubs Act only,"*
- (s) **deleting** Rule 19 and inserting the following new Rule 19 as follows:

"NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

19.1 *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."*

- (t) **deleting** from Rule 20.3 the words *"or for five (5) weeks whichever is the sooner"*.
- (u) **inserting** the following new sub-heading and Rules 20.7 to 20.12 as follows:

"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

20.7 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*

20.8 *In respect of any suspension pursuant to Rule 20.7, the requirements of Rule 20.2 shall not apply.*

20.9 *The Secretary (or his or her delegate) exercises the power pursuant to Rule 20.7, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

- (a) *the member has been suspended as a member of the Club; and*
- (b) *the period of suspension;*
- (c) *the privileges of membership which have been suspended; and*
- (d) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary, the matter be dealt with by the Board pursuant to Rule 20.2.*

20.10 *If a member submits a request under Rule 20.9(d):*

- (a) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
- (b) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.2.*

20.11 *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).*

20.12 *This Rule 20 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 22 of this Constitution and the powers contained in Section 77 of the Liquor Act."*

- (v) **deleting** Rule 23.1(f) and **inserting** the following new Rule 23.1(f) as follows:

"(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."*

(w) **inserting** new Rules 27.4(d) to (n) inclusive as follows:

- “(d) has been cited to appear before the Board or the Board’s duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period more than six (6) months within the period of two (2) years immediately prior to the 1st day of January in the year of an Annual General Meeting; or*
- (e) has at any time been convicted of an indictable offence;*
- (f) is a former employee of the Club whose services were terminated by the Club for misconduct;*
- (g) was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years immediately prior to the 1st day of January in the year of an Annual General Meeting;*
- (h) is disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act and Registered Clubs Act or any other applicable legislation;*
- (i) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
- (j) 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;*
- (k) 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);*
- (l) is a current contractor of the Club, or a director, secretary, employee or business owner of a contractor;*
- (m) 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;*
- (n) is a director of another registered club,”*

(x) **inserting** new Rule 27.10 as follows:

“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.”

(y) **inserting** new Rules 29.3(a) and (h) **renumbering** the remaining provisions accordingly:

- “(a) To delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof;*
- (h) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.”*

(z) **inserting** new Rule 29.9A as follows:

“The Board shall have the power to dissolve committees or remove committee members from office.”

(aa) **inserting** new Rule 29.10(e) as follows:

“(e) dissolve sub clubs or remove committee members from office of sub clubs.”

(bb) **inserting** new Rule 29.17 and **renumbering** the remaining provisions accordingly:

“All assets in the possession and control of a sub-club (including cash reserves) are owned by the Club.”

(cc) **deleting** Rule 30.1 and **inserting** new Rule 30.1 as follows:

"The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business."

(dd) **inserting** new Rule 30.9A as follows:

"In addition to Rule 30.9, 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."

(ee) **deleting** the heading *"Declarations of Interests by Directors"* and Rules 31.1 to 31.7 and **inserting** the following new heading and new Rules 31.1 and 31.2 as follows:

"MATERIAL PERSONAL INTERESTS OF DIRECTORS"

31.1 *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 declare the nature of the interest at a meeting of the Board and comply with Rule 31.2.*

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

(a) *must not vote on the matter; and*

(b) *must not be present while the matter is being considered at the meeting."*

(ff) **deleting** Rule 32 and **inserting** new Rule 32 as follows:

"32. REGISTERED CLUBS ACCOUNTABILITY CODE"

32.1 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 32.*

32.2 *For the purposes of this Rule 32, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

Contracts with Top Executives

32.3 *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.*

32.4 *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

32.5 *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.*

32.6 *A "pecuniary interest" in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.*

Contracts with Secretary and Managers

- 32.7 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

- 32.8 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

- 32.9 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.
- 32.10 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

- 32.11 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.
- 32.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 32.11.

Training disclosures

- 32.13 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.

Provision of Information to Members

32.14 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 relate; 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."*

(gg) **deleting** Rule 33 and **inserting** the word "Deleted."

(hh) **inserting** new Rule 35.1(a) and **renumbering** the remaining provisions accordingly:

"(a) dies;"

(ii) **inserting** new Rule 36.15A as follows:

"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."*

(jj) **inserting** the following new sub-heading and Rules 36.32 to 36.36 inclusive as follows:

"ADDITIONAL MATTERS

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

36.33 *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.*

36.34 *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.*

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

36.36 *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.*

(kk) **deleting** Rule 44 and **inserting** the following new Rule 44 as follows:

"44.1 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;*
- (c) *by sending it to the electronic address of the member;*
- (d) *by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message*

containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

- 44.2 *Where a notice is sent to a member in accordance with Rule 44.1(a), the notice is deemed to be received on the day it is given to the member.*
- 44.3 *Where a notice is sent to a member in accordance with Rules 44.1(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.*
- 44.4 *Where a notice is sent to a member in accordance with Rule 44.1(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."*

(II) **inserting** the following new Rule 45 and **renumbering** the remaining provisions accordingly:

"45. MEETINGS AND VOTING

- 45.1 *In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but it 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.*
- 45.2 *If there is any inconsistency between Rule 45.1 and any other provision of this Constitution, Rule 45.1 shall prevail to the extent of that inconsistency."*

(mm) **By** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (RCA).
2. Paragraph (a) amends Rule 2.5 to clarify that each member is bound by the Constitution, and it operates as a contract between the Club and each member, the Club and each Director and between each member and each other member.
3. Paragraphs (b) and (c) insert and amend the definitions used in the Constitution.
4. Paragraphs (d), and (g) to (m) inclusive adopt recent amendments to the RCA which remove the requirement to obtain details of a new members occupation and having to put the address on the Notice board for a new member. The Club will also collect the email address and mobile number for new members. The amendments also clarify that the Club can utilise the Club's website to process membership applications.
5. Paragraph (e) relates to Provisional membership including removing the 6-week time limit on a person's application for Provisional membership.
6. Paragraph (f) relates to a change to Temporary membership to bring the Constitution into line with the RCA.
7. Paragraphs (n) and (o) amend the provision dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
8. Paragraph (p) clarifies that Non Financial members are not entitled to the privileges of membership whilst they remain Non Financial.

9. Paragraphs (q) and (r) update the requirements of the Club to keep a register of members to align with the Registered Clubs Act.
 10. Paragraph (s) clarifies that members must notify the Club of changes to their contact details.
 11. Paragraph (t) amends the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
 12. Paragraph (u) inserts new Rules 20.7 to 20.12 which gives the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.
 13. Paragraph (v) simply clarifies that if an employee of the Club suspects that a person (including a member) is in possession of a prohibited drug or a prohibited plant, that person can be removed from the premises of the Club in accordance with the powers provided under section 77 of the Liquor Act.
 14. Paragraph (w) extends the circumstances whereby a member will not be eligible to nominate for or be elected to the Board. For example, the new Rules provide that if a member has at any time been convicted of an indictable offence or is a former employee of the Club whose services were terminated by the Club for misconduct, that member will not be eligible to nominate for or be appointed to the Board.
 15. Paragraph (x) inserts a new Rule 27.10 which requires all directors to have a Director Identification Number as required under the Corporations Act.
 16. Paragraphs (y) to (bb) clarify that the Board has the power to issue requests and directions to members of the Club that may be reasonably required for the proper conduct and management of the Club, and that the Board can create and dissolve sub clubs and committees of the Club.
 17. Paragraphs (cc) and (dd) amend existing provisions relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur and the Board can pass a resolution by way of email. Paragraph (cc) also amends the existing Rule to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least once every 3 months.
 18. Paragraphs (ee), (ff) and (gg) amend existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Registered Clubs Act and adopt the provisions of the Accountability Code which applies to all registered clubs and is set out in Schedule 2 of the Registered Clubs Regulation.
 19. Paragraph (hh) inserts a new ground upon which a casual vacancy on the Board of the Club will arise,
 20. Paragraph (ii) adds a new Rule 3615A which sets out the powers of the chairperson of a general meeting in more detail which reflects the general law.
 21. Paragraph (jj) adds in new Rules 36.32 to 36.36 inclusive relating to general meetings (including Annual General Meetings) including giving the Board the power to cancel or postpone a meeting except one called at the request of members to bring the Constitution into line with the Corporations Act.
 22. Paragraphs (kk) and (ll) amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds a new Rule 45 which reflects recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents relating to a meeting electronically.
 23. Paragraph (mm) permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.
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Procedural matters

1. Amendments to the Special Resolution 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 Resolution.

2. To be passed, the 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 Club 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 Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.
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Kevin Eshman
President (acting)
27 February 2023

DATED 27th February 2023 BY DIRECTION OF THE BOARD

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SIGNED BY THE SECRETARY MANAGER
Garry Malone