

ORDINARY RESOLUTION 1

The members hereby approve and agree to the Directors during the twelve month period preceding the 2024 Annual General Meeting receiving the following benefits (expenditure of which is not to exceed \$15,000.00 in the aggregate for the entire Board) and the members further acknowledge that the benefits outlined in paragraphs (a) to (f) below are not available to members generally but only to those members who are elected as Directors of the Club:

- (a) The reasonable cost of Directors attending meetings, other registered clubs and other similar venues for the purpose of viewing and assessing their facilities and methods of operation, provided such attendances are approved by the Board as necessary for the betterment of the Club;
- (b) The reasonable cost of Directors attending seminars, lectures, trade displays, associated Club functions and other similar events as may be determined by the Board from time to time;
- (c) The reasonable cost of Directors attending meetings of Clubs NSW or other associations or organisations of which the Club is a member or which have similar aims or functions;
- (d) The reasonable meal and refreshments to be associated with each Board meeting of the Club;
- (e) The reasonable cost of Directors and partners attending a staff Christmas function; and
- (f) The reasonable cost of providing Club attire and apparel for the use of Directors when representing the Club.

SPECIAL RESOLUTION 1

To consider, and if thought fit to pass the following resolution, as a **special resolution**, with such amendments taking effect immediately upon the passing of the resolution:

'That the Articles of Association of the Club are amended as follows:

- 1. In Article 1 insert a new definition of 'CEO':
CEO means the Chief Executive Officer of the Club.
- 2. Delete Articles 20(a) to 20(h).
- 3. Insert new Articles 20(a) to 20(e):
20(a) If, in the opinion of the CEO, a member breaches an Article or By-law of the Club, or has engaged in conduct that is:

- (i) prejudicial to the interests of the Club;
- (ii) illegal or places at risk the health and safety of other persons on or adjoining the Club's premises; or
- (iii) renders the member unfit for membership;

but does not warrant expulsion as a member, the CEO (or their delegate) can:

- (iv) by notice to the member, suspend the member from some or all of the privileges of membership for such period as they think fit.
- (b) The terms of the suspension will take effect immediately upon service of the notice in accordance with these Articles.
 - (c) The member may give notice to the Board within 14 days of receipt of the notice under Article 20(b) that it wishes instead to have the matter determined by the Board under Article 20(e). If this occurs, the suspension will continue until a resolution is passed by the Board under Article 20(i).
 - (d) If, in the opinion of the CEO, a member breaches an Article or By-law of the Club, or has engaged in conduct that is:

- (i) prejudicial to the interests of the Club;
- (ii) illegal or places at risk the health and safety of other persons on or adjoining the Club's premises; or
- (iii) renders the member unfit for membership;

which may warrant expulsion as a member, the CEO will notify the Board.

- (e) Within 7 days of:
 - (i) service of the member's notice under Article 20(b);
 - (ii) receipt of notification under Article 20(e),

the Board must give a notice to the member and all Directors informing that a meeting of the Board is to be called to consider the matter and that the Board may by resolution:

- (i) reprimand the member;
- (ii) suspend the member from some or all of the privileges of membership for as long as it thinks fit; or
- (iii) expel the member.

- (f) The written notice must specify:
 - (i) the place, date and time of the meeting of the Board at which the resolution of the Board under Article 20(e) is to be considered;

- (ii) full particulars of any alleged breach of the Article or By-law, or of any alleged prejudicial, illegal, unsafe or unfit conduct, including the date, time and place and nature of the alleged breach or conduct;
 - (iii) that the member has an opportunity to give an explanation or defence orally at the meeting or in writing submitted to the Secretary before the meeting; and
 - (iv) that if the member fails to attend the meeting, a resolution reprimanding, suspending for a time, or expelling the member may be passed in the member's absence.
- (g) Any member notified or any member proposed to be notified in accordance with the provision of this Article 20 may immediately be suspended from all privileges of the Club until such time as the meeting is held.
 - (h) The meeting must be held within one (1) month of the date that notice or notification (as the case may be) is received by the Board under clause 20(e).
 - (i) At the meeting the Board will resolve as to whether the member is guilty of the relevant conduct, and if so, the resulting penalty.
 - (j) If the Board finds that the member is guilty of a breach of an Article or By-law, or of prejudices, illegal, unsafe or unfit conduct, it must not decide on a penalty until the member, if present at the meeting, has had the opportunity to address the Board on the question of penalty.
 - (k) The decision of the Board is final. In the case of a decision of the Board following referral by the member under Article 20(b), the decision of the Board absolutely overrides the prior decision of the CEO made under Article 20(a), and may be a higher penalty than what the CEO initially determined.
 - (l) To the extent permitted by law, a member dealt with in accordance with this Article has no right of action, at law or in equity, or any other remedy against the Club or the Board or any member of it by reason of reprimand, suspension, or expulsion or by reason of any act or thing arising or relating to it.

This proposed amendment allows the CEO to determine the appropriate disciplinary action at first instance for matters not warranting expulsion, rather than the matter going to a meeting of the Board. The Member has the right to elect to have the matter referred to the Board instead, at which time a Board meeting will be convened. This will reduce the likelihood that after administrative effort of coordinating a Board meeting and having the Directors attend, the Member fails to show, wasting the resources of the Club.

SPECIAL RESOLUTION 2

To consider, and if thought fit to pass the following resolution, as a **special resolution**, with such amendments taking effect immediately upon the passing of the resolution:

'That the Articles of Association of the Club are amended as follows:

1. In Article 1 insert a new definition of 'Triennial Rule':

Triennial Rule" has the meaning in the Registered Clubs Act.
2. Delete Articles 32(a), 32(b) and 32(c).
3. Insert new Articles 32(a) to (g) as follows:
 - 32(a) The Triennial Rule has been adopted by the Club.
 - (b) The Directors elected to the Board at the first general meeting or Annual General Meeting at which this clause 32 applies shall be divided into 3 groups.
 - (c) The groups shall be:
 - (i) determined by drawing lots;
 - (ii) shall be as nearly as practicable in equal number; and
 - (iii) shall be designated as group 1, group 2, and group 3.
 - (d) Unless otherwise disqualified, the Directors:
 - (i) in group 1 shall hold office for 1 year;
 - (ii) in group 2 shall hold office for 2 years; and
 - (iii) in group 3 shall hold office for 3 years.
 - (e) At each subsequent general meeting or Annual General Meeting, the number of Directors required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
 - (f) A person whose term of office as Director expires is not for that reason ineligible for election for a further term.
 - (g) If the Triennial Rule is revoked:
 - (i) at a general Meeting or Annual General Meeting, then all of the Directors will cease to hold office; or
 - (ii) at a meeting other than a general Meeting or Annual General meeting, then all of the Directors will cease to hold office at the next succeeding general meeting or Annual General Meeting,and an election shall be held at that general meeting or Annual General Meeting to elect the Board.

4. Article 37(c)(ii) is amended by inserting 'by eligible Ordinary Members and Life Members' after 'Annual General Meeting.'
5. Insert a new Article 41A as follows:

41A A person who fills a casual vacancy in the office of Director elected in accordance with clause 32 shall, unless otherwise disqualified, hold office until the next general meeting.
6. Insert a new Article 41B as follows:

41B The vacancy caused at a general meeting by a person ceasing to hold office under clause 41A shall be filled by election at the general meeting and the person shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.'

It is proposed that the Triennial Rule under the Registered Clubs Act be adopted, so that Directors hold office for an increased term of 3 years (rather than the existing 1 year), and a third of the Board is up for election each year. This enables continuity of the strategy of the Board, but an appropriate level of refresh, rather than there being the possibility of an entirely new Board each year.

SPECIAL RESOLUTION 3

To consider, and if thought fit to pass the following resolution, as a **special resolution**, with such amendments taking effect immediately upon the passing of the resolution:

"That the Articles of Association of the Club are amended as follows:

1. Insert a new Article 31A as follows:

Directors must hold and maintain a minimum level of qualifications, education, training and experience which shall be set by the Board by reference to legislative requirements and the recommendations of ClubsNSW.
2. Insert new Articles 37A, 37B, 37C and 37D as follows:

37A. The Returning Officer must submit all nominations to the Board. The Board may reject a nomination if one or more of the following applies:

 - (a) the Board is not satisfied that the nominee is eligible to be a Director;
 - (b) having regard to relevant considerations including the range of skills, knowledge and experience on the Board and the requirements of the Corporations Act and the Registered

Clubs Act, the Board considers that the nominee is not qualified to be a Director and/ or their skills, knowledge or experience do not satisfy a present need of the Board and/or the Club;

(c) the Board considers that that the nominee has a personal interest which may interfere with the exercise of their independent judgment as a Director.

37B. The functions of the Board under Article 37A may be delegated to a committee of the Board convened for this purpose.

37C. A Director who is standing for election is not entitled to be present for the Board's deliberation under Article 37A and is not entitled to vote in respect of the Board's determination. The Board's determination on the matter is final.

37D. If the Board accepts a nomination, the nominee will be submitted in accordance with Article 38.

3. Amend Article 38 to delete 'the close of nominations' and insert 'submission of nominations by the Board under clause 37D.'

4. Insert a new Article 40(j):

40(j) fails to hold or meet the required qualifications, education, training and experience which shall be set by the Board under Article 31A.'

This allows for the Board to review and approve nominations in advance of the annual election, to ensure that the candidates meet the appropriate qualifications, education and experience requirements that have been set by the Board, so that the Club is governed by an appropriately constituted Board. Once on the Board, Directors will need to continue to meet those requirements.

SPECIAL RESOLUTION 4

To consider, and if thought fit to pass the following resolution, as a **special resolution**, with such amendments taking effect immediately upon the passing of the resolution:

"That the Articles of Association of the Club are amended as follows:

1. In Article 1 insert a new definition of 'Meeting Technology:

"Meeting Technology" means any technology approved by the Board that is reasonable to use for the purpose of holding a meeting at one or more physical venues or entirely virtually by electronic means (without any physical meeting) or by a Combination of those methods and otherwise satisfies the requirements of this Constitution and the Corporations Act.

2. In Article 1 amend the definition of 'ordinary resolution' to read:

“ordinary resolution” means a resolution that may be passed by a simple majority of such Members of the Club as, being entitled to do so, are Present and vote at a general meeting or Annual General Meeting of members.

3. In Article 1 insert a new definition of ‘Present’:

“Present” means in connection with a meeting, the person being present in person, and includes being present at a different venue from the from at venue at which others are participating in the same meeting or virtually where the meeting is held using Meeting Technology, provided that the pre-requisites for a valid meeting as set out in these Articles and the Act are observed.

3. In Article 1 amend the definition of ‘special resolution’ at paragraph (b) by deleting ‘in attendance’ and replacing with ‘Present...’
4. In Article 1 delete the definition of ‘teleconference’.
5. In Article 49 delete clause and insert:

A meeting of the Board may take place by using any means of Meeting Technology by which each Director participating can be heard by each other Director participating or in any other way permitted by the Corporations Act. . Directors attending a meeting using Meeting Technology shall be counted as present for the purpose of a quorum.

6. Insert a new Article 49A:

49A Where a Board meeting it to be held using Meeting Technology:

- (a) at the commencement of the meeting the Directors in attendance must acknowledge their presence; and
- (b) a Director may not leave the meeting by disconnecting their telephone (or other audio or audio-visual equipment) without first informing the Chair of the meeting. A Director who has acknowledged their presence at the start of the meeting is treated as present at, and to have formed part of the quorum of the meeting at all times during the meeting, unless they announced their intention to leave the meeting in accordance with this clause.

7. In Articles 63(a) and 64 replace ‘present’ with “Present’
8. In Article 66(a) delete ‘Every question or motion’ and replace with ‘Except where Meeting Technology is used in holding the meeting (in which case voting must be decided on a poll), a resolution...’
9. In Article 77(a) delete ‘sent’ and replace with ‘provide’ and insert ‘at the’ after ‘members.’
10. In Article 77A(b) insert a new paragraph (iii) and renumber the existing paragraph (iii) to (iv):
 - (iii) pursuant to the means described in section 110D of the Corporations Act;

11. In Article 86(a) insert after 'notice' the words 'or any other document provided to a member...'
12. In Article 86(a)(iii) delete 'fax number or...'
13. In Article 86(a) insert new paragraphs (v) and (vi):
 - (v) pursuant to means described in section 110D of the Corporations Act, including providing the person (in physical or electronic form) with details sufficient to allow that person to access the document or notice electronically; or
 - (vi) with respect to annual reports under section 314 of the Corporations Act, or any other document that may be specified from time to time in the Corporations Act or any regulations made under the Corporations Act, as may be made available in electronic form on the Club's website.
14. In Article 86(c) delete 'fax or other' and insert after 'means' the words 'or given under section 249J(3)(cb) of the Corporations Act....'
15. In Article 86(d) insert a new paragraph (ii)

the Board believes on reasonable grounds that a member is not at the address shown in the Register or notified to the Club,
16. In Article 86(e) delete 'fax or by an..'

The proposed amendments:

- (a) provide a greater structure where virtual meetings of both the Board and Members are being held;**
- (b) clarify that Members and Directors can be present at meetings without be physically in attendance**
- (c) clarify the definition of 'ordinary resolution' by reference to Members who are entitled to vote;**
- (d) provide for additional methods of service and remove facsimile, reflecting changes in technology; and**
- (e) provides alternative measures for the Club to serve Members who aren't at the address in the Register.**

SPECIAL RESOLUTION 5

To consider, and if thought fit to pass the following resolution, as a **special resolution** with such amendments taking effect immediately upon the passing of the resolution:

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“That the Articles of Association of the Club are amended as follows:

1. In Article 1 amend the definition of ‘annual subscription’ to read:
Means the subscription paid by a member in accordance with these Articles.
2. In Article 1 amend the definition of ‘Articles’ to read:
means these Articles of Association of the Club (as amended).
3. In Article 1 amend the definition of ‘Australian Accounting Standards’ to delete ‘regulations made under the...’
4. In Article 1 amend the definition of ‘Board’ to insert ‘of the Club’ at the end of the definition.
5. In Article 1 amend the definition of ‘Company’ to delete ‘and includes any registered business names owned by the Club.’
6. In Article 1 insert a new definition of ‘general meeting’ as follows:
“general meeting” means a meeting of the members of the Club other than the Annual General Meeting.
7. In Article 1 insert a new definition of ‘Member’:
“Member” means a person whose name is entered in the Register as a member of the Club.
8. In Article 1A(e) insert ‘Act and the’ before ‘Registered Clubs Act’ and delete ‘the said Act’ and replace with ‘that legislation...’
9. In Article 7 replace ‘members’ with ‘Members’ where that term appears.
10. In Article 9(b) replace ‘General Meeting’ with ‘general meeting...’
11. In Article 14(d) insert ‘approved’ after ‘must be...’
12. In Article 16 delete ‘election’ and replace with ‘membership’
12. In Article 24(a) insert ‘or Annual General Meeting’ after ‘general meeting’ and delete ‘of the Club.’
13. In Article 26 delete the remainder of the paragraph from ‘provided always...’
14. In Article 27(a) replace ‘ach’ with ‘each...’
15. In Article 27(c) delete ‘In accordance with the requirements of the Registered Clubs Act’ and replace ‘any member’ with ‘Any person’

16. In Article 28(d) replace 'member' with 'Member' and replace 'his' with 'their'
17. In Article 30 delete 'to an amount not less than \$2.00 in particular cases'
18. In Article 40(a) delete '[in particular, but not limited to, provisions relating to convictions and bankruptcy...].'
19. In Article 40(e) 'or Annual General Meeting' after 'general meeting' and replace 'him' with them...'
20. In Article 40(g) insert 'with the Club...' after 'profit'
21. In Article 45(a)(i) insert 'and Annual General Meeting...' after 'general meeting'
22. In Article 45(a)(iii) insert 'and Annual General Meetings...' after 'general meetings'
23. In Article 54(b) insert 'and the Annual General Meeting' after 'general meeting'
24. In Article 56(l) replace 'General Business' with 'general business.'
25. In Article 57(a) insert 'and Annual General Meeting' after 'general meeting' on line 2.
26. In Article 57(b) insert 'or Annual General Meeting' after 'general meeting' where it appears.
27. Delete Article 59 and replace with 'not used.'
28. Delete Article 60 and replace with 'not used.'
29. In Article 61(a) delete 'Extraordinary General Meeting' and replace with 'general meeting' where it appears and replace 'members' with 'Members...'
30. In Article 63(a) replace 'General Meeting' with 'general meeting...'
31. In Article 63(b) replace 'General Meeting' with 'general meeting...'
32. In Article 66(b) replace 'he is' with 'they are'
33. In Article 77(a) replace 'members' with 'Members' and replace 'in General Meeting' with 'at the Annual General Meeting...'
34. In Article 77A(c) replace 'member' with 'Member' wherever it appears.
35. In Article 77A(d) replace 'member with 'Member...'
36. In Article 78(b) insert 'or Annual General Meeting' after 'general meeting'

37. In Article 78(c) insert 'or Annual General Meeting' after 'general meeting'
38. In Article 78(f) insert 'or Annual General Meeting' after 'general meeting'
39. In Article 78(g) insert 'or Annual General Meeting' after 'general meeting'
40. In Article 87 replace 'General Meetings' with 'general meetings...'
41. In Article 88 replace 'General Meetings' with 'general meetings' wherever it appears.
42. In Article 90 insert at the start of the sentence 'To the extent permitted by the Corporations Act...'
43. In Article 101(a) delete 'registered valuer within the meaning of the *Valuers Act 2003*' and replace with by a Qualified Valuer (as that term is defined in the Registered Clubs Act)...
44. Article 102 is deleted and replaced with:

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,
 - (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 40 kilometres of the Club premises,
 - (d) any gift valued at \$1,000 or more, or any remuneration of an amount of \$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.
45. Article 103 is deleted and replaced with:

The disclosure under Article 102 must be given within 21 days after the Director, top executive or employee becomes aware of the matter, or such earlier period as prescribed by the Registered Clubs Act.
46. In Article 110(a) insert 'or Annual General Meeting' after 'general meeting' and replace 'special resolution' with 'Special Resolution'
47. In Article 110(b) replace 'members present' with 'Members Present'
48. In Article 110(c) replace 'special resolution' with 'Special Resolution.'
49. If any of special resolutions 1, 2, 3 and 4 that are to be considered at the same meeting that this special resolution is being considered have

been passed, then amend each reference in the Articles referred to as 'member' with 'Member.'

The proposed changes in this special resolution:

- (a) have been made to ensure defined terms are used consistently in the document and give definitions to terms that are already used;**
- (b) are typographical, such as inserting missing words;**
- (c) amend language so that it is gender neutral; or**
- (d) reflect the updated requirements of legislation.**

IMPORTANT INFORMATION

Each special resolution must be passed by at least 75% of the votes cast by paid up Ordinary Members and Life Members attending the meeting and entitled to vote on the resolution, under the *Corporations Act 2001 (Cth)* and the constitution of the Club.

A copy of the Articles of Association incorporating all of the above changes is available for inspection at the Club's office during normal administration office hours.