

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Moorebank Sports Club Ltd ABN 21 002 081 905 will be held at the Club at 230 Heathcote Road, Hammondville at 9.00am on Sunday, the 28th November 2021.

Members Please Note

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

AGENDA

- Receipt and adoption of the Minutes of the last Annual General Meeting.
- Receipt of the Annual Report and Financial Statements.
- Results of Election of The Board of Directors
- To consider and if thought fit pass the Ordinary Resolutions of which due notice has been given. (Refer below)
- To consider and if thought fit pass the Special Resolution of which due notice has been given. (Refer below)
- To transact any other business which may be transacted pursuant to the Constitution.

ORDINARY RESOLUTIONS

First Ordinary Resolution

That pursuant to the Registered Clubs Act 1976:

- a. The Members approve and agree to reasonable expenditure by the Club of a sum not exceeding \$20,000, 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 before and immediately after a Board or Committee meeting on the day of that meeting;
 - ii) the reasonable expenses incurred by Directors in traveling 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) the reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities and expenses that are approved by the Board before payment is made on production of receipts, invoices and other proper documentary evidence of such expenditure;
 - iv) the reasonable telephone expenses incurred by Directors in carrying out duties directly relating to the Club's affairs – as approved by the Board on production of documentary evidence of such expenditure;
 - v) the reasonable cost of provision of stationery and printer consumables for use with Directors' personal computers that are used to transact club business;
 - vi) the reasonable cost of provision of blazers and associated apparel for use of each Director when representing the Club;
 - vii) the reasonable cost of provision for Christmas dinner or lunch and hamper for each Director and their partner on an annual basis, and

- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors of the Club.

Second Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a. The Members approve and agree to reasonable expenditure by the Club of a sum not exceeding \$60,000, for the professional development and education of Directors until the next Annual General Meeting including:
 - i) the reasonable cost of Directors attending the Clubs NSW (or similar organisations) Annual General Meeting, conferences or similar events;
 - ii) the reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
 - iii) the reasonable cost of Directors attending other registered or gaming venues for the purpose of viewing and assessing their facilities and methods of operation, provided such attendances are approved by the Board as being necessary or desirable for the betterment of the Club;
 - iv) the reasonable cost of Directors attending conferences and training sessions in relation to their role and responsibilities under the Registered Clubs Act 1976, the Corporations Act 2001 and any other relevant legislation as approved by the Board, and
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors of the Club.

Third Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a. The Members approve and agree to reasonable expenditure by the Club for the provision of specially reserved car parking area at the Club's premises for Directors and Life members to use when attending the Club; and
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors and Life members of the Club.

Fourth Ordinary Resolution

That pursuant to the Registered Clubs Act 1976 as amended:

- a. The Members approve and agree to reasonable expenditure by the Club for the Directors and Life members to receive a 10% discount on the purchase of food and drinks based on members pricing purchased at the Club (excluding bottle shop);
- b. The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only to those Members who are also Directors and Life members of the Club.

Special Resolution

That the Constitution of Moorebank Sports Club Limited (ACN 002 081 905) be amended as follows:

- a. by inserting an Index comprising Rule headings and page numbers.

- b. By inserting new Rules 5 and 6 as follows:
5. *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.*
6. *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.*
- c. by amending existing Rule 6 as follows:
- (i) *the words "Shire of Sutherland" where appearing in paragraph (d), (i) and (m).*
- (ii) *by deleting the word "licence" and replacing with the word "license" in paragraph (h).*
- (iii) *by deleting the words "persons using" and replacing with the word "members" in paragraph (p).*
- d. by deleting from existing Rule 16(a) the words "Permanent member".
- e. by deleting existing Rule 17(a) in its entirety and inserting instead the following new Rule 19(a):
- (a) *The number of members of the Club shall be as determined by the Board and shall not be less than the minimum number permissible under the Registered Clubs Act.*
- f. by deleting from existing Rule 18 the following membership categories:
- (b) *Permanent members;*
- (c) *Kareela Golf members;*
- (d) *Golf members;*
- g. by deleting Rules 20, 21, 22A and 22B in their entirety and inserting instead the following new Rule 20

CLUB MEMBERS

20. (a) *Club members shall be persons who:*
- (i) *are listed as Kareela Golf Members and Golf Members in the Register of Members of the Club as at the date of the special resolution inserting this Rule 20; or*
- (ii) *have attained the age of eighteen (18) years, make application for and are elected to Club membership.*
- (b) *Club members shall pay such joining fee and annual subscription as the Board may determine from time to time.*
- (c) *Club members are entitled to:*
- (i) *all the social privileges and advantages of the Club; and*
- (ii) *attend and vote at Annual General Meetings and general meetings of the Club;*
- (iii) *subject to Rules 55(d), 63 and 64, nominate for and be elected to hold office on the Board;*
- (iv) *vote in the election of the Board;*
- (v) *vote on any special resolution to amend this Constitution;*
- (vi) *propose, second, or nominate any eligible member for any office of the Club;*

- (vii) *member discounts.*
- (d) *The Secretary or senior employee then on duty may refuse a person admission and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.*
- (e) *No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 30(b).*
- (f) *When a Temporary member (other than a Temporary member admitted pursuant to Rule 30(b)) first enters the Club premises on any day, the following particulars shall be entered in the Club's Register of Temporary Members:*
 - (i) *the name in full of the Temporary member;*
 - (ii) *the residential address of the Temporary member;*
 - (iii) *the date on which Temporary membership is granted;*
 - (iv) *the signature of the Temporary member.*
- o. *by deleting from existing Rule 31 the words "Permanent member".*
- p. *by deleting from existing Rule 32, paragraph (c).*
- q. *by deleting existing Rule 33 in its entirety and inserting instead the following new Rule 33:*
 - 33. (a) *Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:*
 - (i) *the full name of the applicant;*
 - (ii) *the residential address of the applicant;*
 - (iii) *the date of birth and the age of the applicant;*
 - (iv) *the electronic (email) address of the applicant;*
 - (v) *the mobile telephone number of the applicant;*
 - (vi) *a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;*
 - (vii) *the signature of the applicant, and in the case of an application for Junior membership the signature of the applicants parent or guardian ;*
 - (viii) *such other particulars as may be prescribed by the Board from time to time.*
 - (b) *Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:*
 - (i) *the joining fee (if any) and the appropriate annual subscription;*
 - (ii) *identification such as (without limitation) a current driver's licence or a current passport held by that applicant.*
 - (c) *The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be forwarded to the Secretary.*

- (d) *A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (c) of this Rule 33 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for shall become a Provisional member.*
 - (e) *The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.*
 - (f) *An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.*
- r. by deleting existing Rule 34A in its entirety.
 - s. by deleting from existing Rule 36(b) the words “*within two (2) months*” and inserting instead the words “*within six (6) months*”.
 - t. by deleting existing Rule 37 in its entirety and inserting instead the following new Rule 37:

37. *The Club shall keep the following registers:*

- (a) *A register of persons (in electronic form or as may be otherwise permitted) who are full members. This register shall set forth in respect of each of those members:*
 - (i) *the name in full*
 - (ii) *for the purposes of the Registered Clubs Act only, the occupation*
 - (iii) *the address;*
 - (iv) *the mobile telephone number;*
 - (v) *the date of being first elected to membership of the Club*
 - (vi) *for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (excluding Life members).*
- (b) *A register of persons (in electronic form or as may be otherwise permitted) who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.*
- (c) *A register of persons (in electronic form or as may be otherwise permitted) who are Temporary members other than Temporary members referred to in Rule 34(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.*
- (d) *A register of persons (in electronic form or as may be otherwise permitted) of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.*

- u. by deleting existing Rule 38 in its entirety and inserting instead the following new Rule 38:

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS

38. *Members must advise the Secretary of the Club of any change in their contact details (including address, email address and telephone number) within seven (7) days of changing their address as recorded in the register referred to in Rule 37(a).*

- v. by deleting existing Rules 39 to 42 in their entirety and inserting instead the following new Rule 39 to 42:

39. *Subject to Rule 40, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:*

- (a) *wilfully refuses or neglects to comply with any of the provisions of this Constitution or any By-Law;*
or
- (b) *is, in the reasonable opinion of the Board;*

- (i) guilty of any conduct prejudicial to the interests of the Club; or*
 - (ii) guilty of conduct which is unbecoming of a member; or*
 - (iii) guilty of conduct which shall render the member unfit for membership.*
- 40. (a) *A member shall be notified of:*
 - (i) any charge against the member pursuant to Rule 39; and*
 - (ii) the date, time and place of the hearing of the charge.*
- (b) *The member charged shall be notified of the matters in paragraph (a) of this Rule 40 by notice in writing by way of letter sent by:*
 - (i) prepaid post to the member's last known address; or*
 - (ii) email to the member's last known email address,*

at least seven (7) clear days before the meeting of the Board at which a charge is to be heard.
- (c) *The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.*
- (d) *The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines.*
- (e) *In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting.*
- (f) *Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge – the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club.*
- (g) *The Board may delegate the power to deal with an application for consent for representation.*
- (h) *The Board is not obliged to consider or rule on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard.*
- (i) *The member is not entitled to representation in relation to the consideration of the application for consent.*
- (j) *If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, in the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.*
- (k) *If the member attends the meeting and the chairperson of the meeting 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.*

- (l) *If the member charged does not comply with the warning given in accordance with paragraph (k) of this Rule 40, 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.*
 - (m) *After the Board has considered all the evidence put by the member, it may, in its absolute discretion:*
 - (i) *immediately come to a decision as to the member's guilt in relation to the charge; or*
 - (ii) *dismiss the member from the Board meeting to further consider all of the evidence relating to the charge against the member and further consider the member's guilt in relation to the charge. A decision under this paragraph as to the member's guilt, must be made within seven days of the date of the Board or Disciplinary Committee meeting at which the charge against the member was considered.*
 - (n) *Once the Board has come to a decision as to the member's guilt in relation to the charge it must:*
 - (i) *in the case of a decision under paragraph (m)(i) of this Rule, inform the member, of the Board's decision; or*
 - (ii) *in the case of a decision under paragraph (m)(ii) of this Rule, inform the member, of the Board's decision in writing within seven days of the date of the decision of the Board.*
 - (o) *Where the member charged has been found guilty, the member must be given an opportunity to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty. In the case of a charge being dealt with in accordance with paragraphs (m)(ii) and (n)(ii) of this Rule, the members submissions on penalty must be made in writing to the Board and received by the Club within 14 days of the date of the decision in writing referred to in paragraph (n)(ii) of this Rule.*
 - (p) *The Board may, in its absolute discretion, after considering submissions in relation to the penalty appropriate to the charge from the member:*
 - (i) *advise the member immediately of the Board's decision as to penalty; or*
 - (ii) *advise the member of the Board's decision as to penalty in writing within seven days of the date of the meeting of the Board or Disciplinary Committee.*
 - (q) *Any decision of the Board shall be final and the Board shall not be required to provide any reason for its decision.*
 - (r) *No appeal shall arise from a decision of the Board pursuant to Rule 39 nor shall any member reprimanded, suspended or expelled or upon whom a fine has been imposed pursuant to this Rule 40, have any right of action whether in law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension, expulsion or fine or by reason of any act done or notice given prior to or consequent on or incidental to the same.*
41. *If a notice of charge is issued to a member pursuant to Rule 40(a), the Board shall have power by resolution 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.*
42. *Any member suspended pursuant to Rules 39, 40 or 41 shall during the period of such suspension not be entitled to:*
 - (a) *attend the premises of the Club for any purpose without the permission of the Board; or*
 - (b) *participate in any of the social and sporting activities of the Club or any Sub Club;*
 - (c) *attend or vote at any meeting of the Club;*
 - (d) *nominate or be elected or appointed to the Board;*

- (e) *propose, second or nominate any eligible member for any office of the Club;*
 - (f) *propose, second or nominate any eligible member for Honorary Life membership.*
43. *Rules 39 to 42 apply to Club members only and it does not limit or restrict the Club from exercising the powers contained in Rule 27 of this Constitution and the powers contained in section 77 of the Liquor Act or Rule 48.*
44. *If Rules 39 to 42 are not strictly complied with, the disciplinary proceedings will remain valid and binding unless and until otherwise determined by the Supreme Court of New South Wales.*

POWER OF SECRETARY TO SUSPEND MEMBERS

- 45.
- (a) *Despite Rules 39 to 42, the Secretary shall have the power suspend a member for up to twelve (12) months if the Secretary believes that the member has engaged in conduct unbecoming of a member.*
 - (b) *The power conferred on the Secretary under this Rule 45 may be exercised by the Secretary without needing to go through the disciplinary proceedings process referred to in Rules 39 to 42.*
 - (c) *If the Secretary exercises the power under this Rule 45, the suspended member may, within fourteen (14) days, submit a written request to the Board of the Club to have the conduct considered through the disciplinary proceedings process referred to in Rules 39 to 42.*
- w. by deleting existing Rule 43 in its entirety and inserting instead the following new Rule 43:
43. *The Board may by resolution delegate all of the powers and functions given to the Board by Rules 39 to 42 to a Disciplinary Committee comprising not less than:*
- (a) *three (3) directors of the Club;*
 - (b) *three (3) Life members or financial Ordinary Members of the Club;*
 - (c) *three (3) management staff of the Club;*
 - (d) *a person or persons of standing or notoriety in the community (for example a Police Officer of the rank of Sergeant or above); or*
 - (e) *any combination whatsoever of (a), (b) (c) and (d) above,*
selected by the Board.
- x. by deleting existing Rule 48(a)(vi) in its entirety and inserting instead the following new Rule 48(a)(vi):
- (vi) *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.*
- y. by inserting into existing Rule 49 the following new paragraph (d):
- (d) *Any person who has not paid his or her joining fee, subscription, levy or other payment:*
 - (i) *by the due date shall cease to be entitled to the privileges of membership of the Club; and*
 - (ii) *within one (1) month after the due date, shall cease to be a member of the Club.*
- z. by deleting existing Rules 53, 54 and 55 in their entirety and inserting instead the following new Rules 53, 54, 55 and 56:
53. *The Board shall consist of:*
- (a) *a President, a Vice President, a Treasurer and four (4) Ordinary directors elected in accordance with Rule 57; and*

(b) up to two (2) Board Appointed Directors.

54. The Board may appoint up to two (2) Board Appointed Directors to the Board in accordance with Rule 53(b). 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 for a director contained in this Constitution.
- (c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number on the Board to exceed nine (9) directors.

55.

- (a) Subject to Rule 55(b) and Rule 56, only Life members and financial Club members who have been members for the five (5) consecutive calendar years immediately preceding the date on which they are to be elected or appointed to the Board shall be entitled to stand for and be elected or appointed to the Board.
- (b) In order to be eligible to be elected or appointed to the Board a financial Club member must be either:
 - (i) a person who is actively engaged in sport for the Club or for an affiliated Sub Club; or
 - (ii) a person who has been an active player of sport for the Club or for an affiliated Sub Club; or
 - (iii) a person who is or has been actively engaged in the promotion, control or management of sport for the Club or for an affiliated Sub Club.

56. A member:

- (a) who holds a position on any committee or on the board of another registered club that operates gaming machines and is located outside of twenty (20) kilometers from the Club's Hammondville premises; or
- (b) is an employee of the Club; or
- (c) who is currently under suspension pursuant to Rules 27, 39, 40, 41, or 48; or
- (d) who holds a position on the committee or an executive position on any Sub Club; or
- (e) who is a Club member and was a Golf member of Kareela Golf Club as at the date of 23 August 2017,

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

aa. by deleting from existing Rule 57:

- (i) the words "Permanent members" wherever appearing.
- (ii) paragraph (d) in its entirety and replacing with the following new paragraph (d):
 - (e) If the full number of candidates for the various positions on the Board is not nominated by the close of nominations, then those candidates who are nominated shall be declared elected to the relevant positions the unfilled positions shall be casual vacancies for the purposes of Rule 83.

bb. by deleting existing Rule 59 in its entirety and inserting instead the following new Rule 59:

- (a) *A member of the Club who becomes a Director of the Club must complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.*
- (b) *The required training or any other course of instruction for Directors for the purposes of this Rule 59 shall be at the expense of the Club.*

cc. by inserting into existing Rule 62:

(i) the following new paragraph (a)(vii):

(vii) *The Board may by resolution:*

- (1) *remove committee members from office; and*
- (2) *dissolve any committee.*

(ii) the following new paragraph (b)(vii) and (viii):

(vii) *Establishing and dealing with pre-nomination requirements (including training sessions) for members wishing to become directors of the Club.*

(viii) *Implementing prohibitions on electioneering by members with respect to the election of directors of the Club.*

(iii) the following new paragraph (q)(vi):

(vi) *The Board may by resolution:*

- (1) *remove Sub Club members from office; and*
- (2) *dissolve any Sub Club.*

dd. by deleting existing Rule 64 in its entirety and inserting instead the following new Rule 64:

64. (a) *Any By-law made under Rule 62(b) or any other Rule shall:*

- (i) *come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board;*
- (ii) *be placed on the Club's web site; and*
- (iii) *be deemed to be consistent with this Constitution.*

(b) *The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.*

ee. by deleting existing Rule 68 in its entirety and inserting instead the following new Rule 68:

68. *The quorum for meetings of the Board shall be four (4) directors present either personally or by the use of other technology referred to under Rule 74.*

ff. by inserting the following new Rule 75 after Rule 74:

75. *In addition to Rule 74, 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.*

gg. by deleting existing Rules 75 to 80 in their entirety and inserting instead the following new Rules 75 to 85:

MATERIAL PERSONAL INTERESTS OF DIRECTORS

75.

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

- (i) *declare the nature of the interest at a meeting of the Board; and*

- (ii) *comply with Rule 75(b).*
- (b) *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:*
 - (i) *must not vote on the matter; and*
 - (ii) *must not be present while the matter is being considered at the meeting.*

REGISTERED CLUBS ACCOUNTABILITY CODE

- 76. *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 76. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 76, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*
- 77. *For the purposes of Rules 79 to 84, 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

- 78. *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*
 - (i) *the top executive’s terms of employment; and*
 - (ii) *the roles and responsibilities of the top executive;*
 - (iii) *the remuneration (including fees for service) of the top executive;*
 - (iv) *the termination of the top executive’s employment.*
- (b) *Contracts of employment with top executives:*
 - (i) *will not have any effect until they approved by the Board; and*
 - (ii) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 79. *Subject to any restrictions contained in the Registered Clubs Act and Rule 80, 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.*
- (b) *A “pecuniary interest” in a company for the purposes of this Rule 79 does not include any interest exempted by the Registered Clubs Act.*

CONTRACTS WITH SECRETARY AND MANAGERS

- 80. *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

81. *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

82.

- (a) *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*
- (b) *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

83.

- (a) *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*
- (i) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
- (ii) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
- (iii) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
- (iv) *any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.*
- (b) *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 83.*

TRAINING DISCLOSURES

84.

- (a) *The Club must make available to members:*
- (i) *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*
- (ii) *the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.*
- (b) *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

85. 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.

hh. by deleting existing Rule 82 and inserting instead the following new Rules 82 and 83:

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

- (a) dies.
- (b) becomes insolvent under administration.
- (c) is suspended from membership in accordance with Rules 44 to 54.
- (d) is convicted of any offence referred to in Section 206B of the Act.
- (e) fails to disclose in accordance with the Corporations Act or the Code the nature of any material personal interest in a matter that relates to the affairs of the Club.
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (g) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
- (h) by notice in writing given to the Secretary resigns from office as a director.
- (i) fails to complete the mandatory training in accordance with Rule 68 and is not the exempt under the Regulation.
- (j) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act or the Liquor Act.
- (k) ceases to be a member of the Club.
- (l) was not eligible to stand for or be elected or appointed as a director.
- (m) becomes an employee of the Club.
- (n) has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.

83. The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced the quorum referred to in Rule 77, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

ii. by inserting after paragraph (d) in existing Rule 87 the following new paragraphs (e) to (h):

- (f) 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 87 will not operate in relation to a meeting called pursuant to a request or requisition of members.

- (g) *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.*
- (h) *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*
- (i) *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.*
- jj.** by deleting existing Rule 89 in its entirety.
- kk.** by inserting after paragraph (b) in existing Rule 90 the following new paragraphs (c):

 - (c) *The chairperson:*

 - (i) *is responsible for the conduct of the general meeting; and*
 - (ii) *shall determine the procedures to be adopted and followed at the meeting;*
 - (iii) *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.*
- ll.** by deleting existing Rule 96 in its entirety and inserting instead the following new Rule 96:

96.

 - (a) *The President shall be entitled to take the Chair at every general meeting.*
 - (b) *If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then a Vice President shall preside as chairperson of the meeting.*
 - (c) *If a Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board as chairperson of the meeting.*
 - (d) *If the director is unwilling or unable to act then the members of the Club present shall elect a member to preside as chair of the meeting.*
 - (e) *Notwithstanding Rules 69(a) to (d), at any general meeting of the Club, the Chair may nominate another Director or, with the consent of the Board, any other person in attendance at the meeting, whether a member of the Club or not, to chair all, or part of, the general meeting.*
- mm.** by inserting after existing Rule 98 the following new Rule 99:

99. *The Club may record the proceedings of general meetings (including Annual General Meetings) using audio visual recording technology, but members are not entitled to do so.*
- nn.** by deleting existing Rules 102 to 104 in their entirety and inserting instead the following new Rules 102 to 104:

102. *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 Rule 102 to be submitted to a meeting of the Board.*
- (d) *make the financial statements referred to in paragraph (b) of this Rule 102 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 Rule 102.*
- (f) *provide a copy of the financial statements referred to in paragraph (b) of this Rule 102 available to any member on the written request of the member.*

103. *The books of account shall be kept (in electronic form or otherwise) 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.*

104.

- (a) *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 in accordance with Part 2M.3 of the Corporations Act to those members who request that copies of the reports referred to in Rule 104(b).*
- (b) *In accordance with the Corporations 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:*
 - (i) *a copy of the Financial Report of the Club;*
 - (ii) *a copy of the Directors' Report; and*
 - (iii) *a copy of the Auditors' Report on the financial report.*

oo. *by deleting existing Rules 109 to 111 in their entirety and inserting instead the following new Rules 109 to 113:*

109. *A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:*

- (a) *by sending it to the electronic address (if any) nominated by the member; or*
- (b) *by sending a notification to the electronic address or telephone number (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.*

110. *Any notice (including a notice issued under Rule 40(b) and other than a notice referred to in Rule 109) may be given by the Club to any member either:*

- (a) *by displaying a notice on the Club Notice Board;*
- (b) *by displaying a notice on the Club's website;*
- (c) *personally;*
- (d) *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; or*
- (e) *by sending it to the electronic address (if any) nominated by the member.*

111. *Where a notice is sent by post to a member in accordance with Rule 110 the notice shall be deemed to have been received by the members:*
- (a) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
 - (b) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*
112. *Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.*
113. *Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.*
- pp. by deleting from existing Rule 115 the words “Permanent members”.
- qq. by deleting all references to “Chairman” and replacing with “Chair” wherever occurring.
- rr. by making such general consequential amendments necessary to ensure that cross referencing of Rules and paragraphs, together with Rule and paragraph numbering, are correct throughout the Constitution.

Explanatory Note regarding the First Ordinary Resolution

1. The purpose of the First Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, reasonable expenditure by the Club in relation to the duties performed by the Club's Directors.
2. The adoption of this First Ordinary Resolution by members will confirm and set an upper limit on the amount to be expended.

Explanatory Note regarding the Second Ordinary Resolution

1. The purpose of the Second Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, reasonable expenditure by the Club in relation to professional development and education of the Club's Directors.
2. The adoption of this Second Ordinary Resolution by members will confirm and set an upper limit on the amount to be expended.

Explanatory Note regarding the Third Ordinary Resolution

1. The purpose of the Third Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, the allocation of a specially reserved car parking area for the Directors and Life members for use when attending the Club.

Explanatory Note regarding the Fourth Ordinary Resolution

1. The purpose of the Fourth Ordinary Resolution is to have the members in the General Meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, is to agree to reasonable expenditure by the Club for the Directors and Life members to receive a 10% discount on the purchase of food and drinks based on members pricing purchased at the Club (excluding bottle shop);

Explanatory Notes Regarding Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the Corporations Act, the Registered Clubs Act and industry best practice.
2. This Explanatory Note sets out some of the major changes proposed to the Constitution.
3. **Please Note:** there are a number of new Rules being added to the Constitution. This changes the Rule numbering substantially. However, for ease of reference, the term "*existing Rule*" in the Special Resolution is a reference to the existing Rule and the existing Rule number.
4. The addition of new Rules 5 and 6 reflect the provisions of section 140 of the Corporations Act.
5. The amendment to existing Rule 17 is to reflect the Registered Clubs Act.
6. The amendment of existing Rule 18 is to remove certain categories of full membership that are no longer required since the de-amalgamation of the Sporties@Kareela Golf premises.
7. The amendment of existing Rule 20 deems Kareela Golf Members and Golf Members to be Club member on and from the date of the passing of the Special Resolution.
8. The amendments to existing Rule 23 relates to Life Members and removes the requirement for a person to have been a member of the Club for a "*consecutive period of at least seven (7) years*" to being for a "*period of at least fifteen (15) years*".
9. The new Rules 25 reflects the requirement of section 246B of the Corporations Act.
10. The replacement of Rule 26 and the new Rule 28 relates to Provisional Members (ie person who have not become members of the Club but have made application) and reflects the requirements of the Registered Clubs Act.
11. The amendment of existing Rule 30 relating to Temporary members is intended to reflect the Registered Clubs Act and industry standards.
12. The amendment of existing Rule 33 is intended to reflect industry standards.
13. The amendment to existing Rule 36(b) provides that where a member has not paid his or her subscription or any other monies payable to the Club, within six (6) months from the due date, the member is automatically removed from membership of the Club.
14. The amendment to existing Rule 38 requires members to advise the Secretary of any change in contact details including address, email address and telephone number, within seven (7) days of the change.
15. The amendment to existing Rule 40 relates to disciplinary proceedings and updates those requirements to reflect current industry practice. Importantly, the new Rule 44 provides that the outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rules 39 to 42 are not strictly complied with unless and until otherwise determined by the Supreme Court of New South Wales.
16. The new Rule 45 confers additional disciplinary powers in the Secretary. These powers can be exercised without the matter being referred to the disciplinary committee. However, where the power is exercised by the Secretary, the member can elect to have the matter determined by the disciplinary committee. Rule 45 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 43 of the Constitution and the powers contained in section 77 of the Liquor Act.
17. Existing Rule 43 is amended by inserting the ability for the Disciplinary Committee to comprise 3 directors, 3 life members or ordinary members, 3 management staff, a person or persons of standing or notoriety in the community (for example a Police Officer of the rank of Sergeant or above) or any combination of the above.
18. The amendment to existing Rule 49 provides that where a person who has not paid his or her joining fee, subscription, levy or other payment by the due date shall cease to be entitled to the privileges of membership of the Club; and within one (1) month after the due date, shall cease to be a member of the Club.

19. Existing Rule 53 is amended by including a Board of seven (7) elected directors and up to two (2) appointed directors. This amendment reflects the provisions of the Registered Clubs Act.
20. The amendment to existing Rule 55 introduces new grounds where a member will not be eligible for election as a director including where the member holds a position on any committee or on the board of another registered club that operates gaming machines and is located outside of twenty (20) kilometres from the Club's Hammondville premises, holds a position on the committee or an executive position on any Sub Club; or is a Club member and was a Golf member of Kareela Golf Club as at the date of 23 August 2017. These amendments are introduced as best practice corporate governance measures.
21. The amendment to existing Rule 62 introduces an express power for the Board to remove committee members from office and dissolve any committee which has been established by the Board at any time and to make by-laws establishing and dealing with pre-nomination requirements (including training sessions) for members wishing to become directors of the Club and implementing prohibitions on electioneering by members with respect to the election of directors of the Club. Finally the amendment confers an express power on the Board to remove Sub Club members from office and to dissolve any Sub Club. The amendments are regarded as best practice corporate governance measures.
22. The amendments to existing Rules 75 to 80 set out requirements relating to directors obligations which reflect the Corporations Act, Registered Clubs Act, Registered Clubs Accountability Code and best practice corporate governance measures.
23. The amendments to existing Rule 82 introduces new grounds upon which the office of a director will be automatically vacated including where the director dies, is suspended from membership in accordance with Rules 39 to 47, fails to disclose in accordance with the Corporations Act or the Code the nature of any material personal interest in a matter that relates to the affairs of the Club, fails to complete the mandatory training in accordance with the Constitution and is not the exempt under the Regulation, was not eligible to stand for or be elected or appointed as a director or has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.
24. The amendments to existing Rule 87 allow the Board to cancel or postpone a general meeting prior to the date on which it is to be held, withdraw any resolution which has been proposed by the Board, hold any general meeting at two (2) or more venues using technology or hold virtual only meetings. These amendments are regarded as best practice corporate governance measures.
25. Existing Rule 90 is amended to specify the duties of the Chairperson of any meeting of the Club.
26. Existing Rule 96 is amended by making it clear that if the director is unwilling or unable to act as Chairperson then the members of the Club present shall elect a member to preside as chair of the meeting. In addition, if, at any general meeting of the Club, the Chair wishes to nominate another Director or, with the consent of the Board, any other person in attendance at the meeting, whether a member of the Club or not, to chair all, or part of, the general meeting, the Chair has the power to do so. These amendments are regarded as best practice corporate governance measures.
27. Existing Rule 102 is amended to reflect the requirements of the Corporations Act with respect to financial reporting to members.
28. Existing Rule 109 is amended to reflect the requirements of the Corporations Act with respect to the provision of notices to members.
29. Finally, the Special resolution proposes to make such general consequential amendments necessary to ensure that cross referencing of Rules and paragraphs, together with Rule and paragraph numbering, are correct throughout the Constitution.

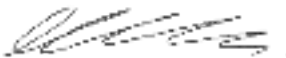
Notes to Members regarding the First to Fourth Ordinary Resolutions

1. In accordance with the Club's Constitution only Life Members, Permanent Members and financial Club Members are entitled to vote on the First to Fourth Ordinary Resolutions
2. To be passed, the First to Fourth Ordinary Resolutions must each receive votes in favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
3. As a result of the provisions of the *Corporations Act 2001*, the Ordinary Resolutions must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. Members should read the proposed Ordinary Resolutions and the Explanatory Notes contained in, and attached to, this Notice, which explain the nature and effects of each of the resolutions proposed.
5. Members of the Club, who are employees of the Club, cannot vote at the Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act 1976.
7. Please direct any question or concerns about the Ordinary Resolutions to the CEO of the Club, before the meeting.

Notes to Members regarding the Special Resolution

1. Only Life members, Permanent members and financial Club members are entitled to vote on the Special Resolution.
2. To be passed the Special Resolution must receive votes in favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
3. A copy of the current Constitution is available on request at the Club's office.
4. Members of the Club, who are employees of the Club, cannot vote at the Meeting.
5. In accordance with the *Corporations Act 2001*, the Special Resolution must be considered as a whole and cannot be amended by motion at the meeting (other than minor typographical corrections which do not change the substance or effect of the Special Resolution).
6. The Board of the Club recommends the Special Resolution to members.

Dated 19 October 2021



Jeff Gibbs
Chief Executive Officer