

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 26th November 2023.

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

- To receive and adopt the Minutes of the last Annual General Meeting.
- To receive the Annual Report and Financial Statements.
- To declare the results of the 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 Resolutions 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.

Fifth Ordinary Resolution

That, for the purposes of the Registered Clubs Act, the members of the Club hereby:

- a. approve:
- i) the payment of the following honorariums to the directors of the Club for the period between the Annual General Meetings to be held in 2023 and 2024:
 - (A) four hundred dollars (\$400.00) of value each month being deposited onto the membership account of the President; and

- (B) two hundred dollars (\$200.00) of value each month being deposited onto the membership account of each director (other than the President).
- ii) the honorariums being paid on the basis that the President and directors of the Club will:
 - (A) only be able to use the honorariums to purchase food and beverages (excluding takeaway liquor) for consumption on the Club's premises; and
 - (B) forfeit any unused portion of their honorariums at the end of each month.
- b. acknowledge that the honorariums are only available to the directors of the Club and that they are not available to the members of the Club generally.

First Special Resolution

That, in accordance with Rule 24 of the Constitution of Moorebank Sports Club Limited (**Club**), the members of the Club confer Life Membership on Dennis Errington (member number: 123), who being a member of the Club for 29 years and a Director for 11 years has rendered distinguished, exceptional and valued services to the Club.

Second Special Resolution

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

- a. By inserting in Rule 7(a) the following new definitions and alphabetical order:
 - “Director Identification Number” means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.*
 - “Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.*
- b. By deleting Rule 7(b) in its entirety.
- c. By deleting Rule 22(a)(i) in its entirety.
- d. By deleting Rules 24(c) and (d) in their entirety and inserting instead the following new Rules 24(c) and (d):
 - (c) *Candidates for Life membership shall be proposed by one Club member or Life member and seconded by another Club member or Life member.*
 - (d) *A nomination for Life membership shall be considered at a Board meeting. If such nomination is approved by at least three quarters of the Directors voting at a Board meeting, the nomination shall be referred to the next Annual General Meeting of the Club. Any director can require that the voting to recommend that a nomination for Life membership be placed before members at an Annual General Meeting and determined by a secret ballot.*
- e. By deleting from Rule 26(b) the words *“and address”*.
- f. By deleting Rule 27 in its entirety and inserting instead the following new Rule 27:
 - 27. *A person in respect of whom an application form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the application form (if any) may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.*
- g. By deleting Rule 38 in its entirety and inserting instead the following new Rule 37:

37. (a) Every application for membership of the Club 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) An application for membership shall be lodged with 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) A person whose application complies with the requirements of this Rule 37 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for (if any) may be conferred Provisional membership in accordance with Rule 27.
- (d) The full name 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.
- (e) 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.

h. By deleting Rule 40 in its entirety and inserting instead the following new Rule 39:

39. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.

i. By deleting Rules 41(b) and (c) in their entirety.

j. By inserting after Rule 41(a), the following new Rules 40A, 40B, 40C and 40D:

NON-FINANCIAL MEMBERS

40A. A member shall not be a non-financial member of the Club if:

- (a) the member has not paid his or her subscription by the anniversary date of their membership of the Club, or within one (1) month from the anniversary date of their membership of the Club; or
 - (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of one (1) month from the due date; or
 - (c) the member has not renewed their membership of the Club by the due date; and
- a member shall be and remain non-financial until the full amount owing is paid to the Club or their membership is renewed.

- 40B. *Notwithstanding any Rule contained in this Constitution, any member who is not a Financial Member (as defined in Rule 7(b)) shall not be entitled to:*
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or*
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;*
 - (c) attend or vote at any meeting of the Club or any Sub club;*
 - (d) propose, second or nominate any eligible person for membership of the Club;*
 - (e) nominate or be elected or appointed to the Board or any committee of a Sub club;*
 - (f) vote in the election of the Board or any committee of a Sub club;*
 - (g) propose, second or nominate any eligible member for any office of the Club or any Sub club;*
 - (h) propose, second or nominate any eligible member for Life membership.*
- 40C. *Any person remains non-financial for six (6) months, shall automatically be removed from membership of the Club and the provisions of Rule 43 shall not apply to such removal.*
- 40D. *Any person who has been removed from membership of the Club pursuant to Rule 40C may re-apply for membership in accordance with this Constitution.*

k. By deleting Rule 42(a) in its entirety and inserting instead the following new Rule 41(a):

41. *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) the address;*
 - (iii) the mobile telephone number;*
 - (iv) the date of being first elected to membership of the Club*
 - (v) if the member is required to pay a subscription, the date on which that member last paid the subscription for membership of the Club.*

l. By deleting Rule 45(a) and (b) in their entirety and inserting instead the following new Rules 44(a) and (b):

- (a) A member shall be notified of:*
 - (i) any charge against the member pursuant to Rule 43;*
 - (ii) the particulars of the charge, including the alleged facts and circumstances which gave rise to the charge against the member; and*
 - (iii) 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 44 by notice in writing by way of letter sent by:*
 - (i) 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.*

m. By inserting the following new Rule 44(s):

- (s) *The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.*
- n. By deleting Rule 46 in its entirety and inserting instead the following new Rule 45:
45. *If a notice of charge is issued to a member pursuant to Rule 44(a):*
- (a) *the Board by resolution; or*
- (b) *the Secretary (independently of the Board),*
- shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.*
- o. By deleting Rule 63(a) in its entirety and inserting instead the following new Rule 62(a):
- 62.(a) *Subject to Rule 62(b) and Rule 63, only Life members and financial Club members who have a Director Identification Number (unless exempted) on the proposed date of his or her election or appointment to the Board and 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.*
- p. By deleting Rule 64 in its entirety and inserting instead the following new Rule 63:
63. *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 inside twenty (20) kilometres from the Club's Hammondville premises; or*
- (b) *is an employee of the Club; or*
- (c) *who is currently under suspension pursuant to Rules 43, 44, 45, 46 or 55; or*
- (d) *who holds a position on the committee or an executive position on any Sub Club,*
- shall not be eligible to stand for or be elected to the Board.*
- q. By deleting Rule 74 in its entirety and inserting instead the following new Rule 73:
73. *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.*
- r. By inserting into Rule 96 the following new sub-Rules (o), (p) and (q):
- (o) *ceases to hold the necessary qualifications to be elected or appointed to the Board.*
- (p) *does not have or ceases to have a Director Identification Number (unless exempted from doing so).*
- (q) *is removed from office as a director in accordance with the Act and this Constitution.*
- s. By deleting Rules 126 and 127 in their entirety and inserting instead the following new Rules 125 and 126:
125. *A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:*
- (a) *by sending it by any electronic means;*
- (b) *by notifying the member, either personally, by post or electronically, that the notice is available and how the member can access the notice; or*

(c) *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.*

126. *Any notice (including a notice issued under Rule 44(b) and other than a notice referred to in Rule 127) 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;*

(e) *by sending it by any electronic means; or*

(f) *by notifying the member, either personally, by post or electronically, that the notice is available and how the member can access the notice.*

t. By deleting Rule 129 in its entirety and inserting instead the following new Rule 128:

128. *Where a notice or notification that the notice is available is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.*

u. By inserting the following new Rules 134 and 135:

MEETINGS AND VOTING

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

(a) *distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and*

(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.*

135. *If there is any inconsistency between Rule 134 and any other provision of this Constitution, Rule 134 shall prevail to the extent of that inconsistency.*

v. By make such other consequential amendments including updating Rule cross referencing and Rule numbering as is necessary to give full effect to this Special Resolution.

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 Note regarding the Fifth Ordinary Resolution

1. The Registered Clubs Act provides that honorariums can only be paid to directors of a registered club if members of the club approve the payment of the honorariums in general meeting.
2. Accordingly, the Ordinary Resolution proposes for members of the Club to approve the payment of honorariums to the President and other directors of the Club for the period between the Annual General Meetings to be held in 2023 and 2024.
3. The President will receive an honorarium of four hundred dollars (\$400.00) per month which will be paid by way of four hundred dollars (\$400.00) of value being deposited onto the membership card of the President.
4. Each director (other than the President) will receive an honorarium of two hundred dollars (\$200.00) per month which will be paid by way of two hundred dollars (\$200.00) of value being deposited onto the membership card of those directors.
5. The honorariums will only be able to be used to purchase food and beverages (excluding takeaway liquor) for consumption on the Club's premises. For the avoidance of doubt, the honorariums cannot be used for any form of gaming.
6. The President and directors will also forfeit any unused portion of their honorariums at the end of each month.

Explanatory Message to Members regarding the First Special Resolution

1. On 16 March 2023, the Chief Executive Officer of the Club received a nomination for Dennis Errington to be admitted to Life membership of the Club. The nomination was proposed by Alby Taylor (Member: 4241) and seconded by Frank Griffin (Member 89).

2. In accordance with Rule 24 of the Club's Constitution, the Chief Executive Officer of the Club then referred the nomination to the Board for consideration.
3. At its meeting on 26 April 2023, the Board unanimously approved the nomination and agreed to refer it for the consideration of the members at the next General Meeting of the Club, being this Annual General Meeting.
4. The Board recommends the First Special Resolution be adopted by members.

Explanatory Message to Members regarding the Second Special Resolution

5. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the Corporations Act, Registered Clubs Act, Gaming Machines Act, Liquor Act and industry best practice.
6. **Paragraph (a)** inserts new definitions "Director Identification Number" and "Quarter" in keeping with the use of those terms in the Constitution. The amendments reflect the Corporations Act and the Registered Clubs Act respectively.
7. **Paragraph (b)** deletes the existing definition of "Financial Member" in Rule 7 (a new definition of "Financial Member" is inserted at 40A, 40B and 40C).
8. **Paragraph (c)** amends the requirements for Club members by deleting reference to "*Kareela Golf Members*" and "*Golf Members*".
9. **Paragraph (d)** amends the requirements for Life membership for the nomination to be signed by the candidate, proposer and seconder. This is impractical in relation to Life membership nominations as they are often made without the knowledge of the candidate.
10. **Paragraph (e)** is amended to remove the words "*and address*" which is to reflect changes to the Registered Clubs Act 1976.
11. **Paragraph (f)** is amended by changing the reference to 'nomination form for membership' to 'application form for membership' and confirming that provisional membership may be conferred on an applicant for membership.
12. **Paragraph (g)** is amended to facilitate the making of applications for membership electronically as well as in person.
13. **Paragraph (h)** is amended to confirm that the Board determines subscriptions etc and that there is no minimum subscription any longer, reflecting changes to the Registered Clubs Act 1976.
14. **Paragraphs (i) and (j)** are amended to introduce new requirements for Non-Financial Members.
15. **Paragraph (k)** removes the requirement for the members register to include a member's occupation and reflects changes to the Registered Clubs Act 1976.
16. **Paragraph (l)** is amended to update requirements with respect to member disciplinary proceedings notices of charge.
17. **Paragraph (m)** is amended to clarify that the Club Secretary (Chief Executive Officer) and other persons may be permitted to attend disciplinary meetings to assist the board in considering and dealing with the charge but must not vote.
18. **Paragraph (n)** confirms that the board and the Secretary have the right to suspend a member from all rights and privileges where a notice of charge has been issued, until the charge has been heard and determined.
19. **Paragraph (o)** is amended to clarify the qualifications for standing for election to the board of the Club including the requirement to have a Director Identification Number (Corporations Act 2001 requirement) on the proposed date on which they are to be elected or appointed to the Board.
20. **Paragraph (p)** is amended to remove reference to Kareela Golf Club.
21. **Paragraph (q)** is amended to reflect amendments to the Corporations Act 2001 and allows the Board to meet together in person and/or via electronic means and to require board meetings every Quarter at a minimum. This reflects amendments to the registered Clubs Act 1976.
22. **Paragraph (r)** include additional grounds on which the office of a director will be automatically vacated and these amendments reflect industry best practice and the Corporations Act 2001.

23. **Paragraphs (s) and (t)** amend the existing Rules to reflect changes to the Corporations Act 2001 and Registered Clubs Act 1976 with respect to the giving of notices to members.
24. **Paragraph (u)** inserts the Club's right to distribute notices, hold meetings and allow persons to vote at meetings electronically. This amendment reflects the requirements of the Registered Clubs Act 1976.
25. **Paragraph (v)** allows such other consequential amendments including updating Rule numbering and cross referencing throughout the Constitution to give effect to the amendments proposed above.

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

Notes to Members

1. In accordance with the Club's Constitution only Life Members, Permanent Members and financial Club Members are entitled to vote on the Ordinary Resolutions and Special Resolution.
2. To be passed, the 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. To be passed the Special Resolutions 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 Resolutions at the meeting.
4. As a result of the provisions of the *Corporations Act* 2001, the Ordinary Resolutions and the Special Resolutions must each be considered as a whole and cannot be altered by motions from the floor of the meeting (other than minor typographical corrections which do not change the substance or effect of the resolution).
5. Members should read the proposed Ordinary Resolutions and Special Resolutions and the Explanatory Notes contained in this Notice which explain the nature and effects of each of the resolutions proposed.
6. Members of the Club, who are employees of the Club, cannot vote at the Meeting.
7. Proxy Votes are not allowed under the Registered Clubs Act 1976.
8. Please direct any question or concerns about the Ordinary Resolutions to the CEO of the Club, before the meeting.

Dated 10th October 2023



Jeff Gibbs
Chief Executive Officer