



CASINO RETURNED SERVICEMEN'S

MEMORIAL CLUB LIMITED

A.B.N. 56 000 144 963

AND CONTROLLED ENTITY

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Casino Returned Servicemen's Memorial Club Limited will be held at 162 Canterbury St, Casino in the Club's Auditorium on **Sunday 28th November 2021 at 11:30am.**

BUSINESS

- a) Apologies
- b) To confirm the Minutes of the Annual General Meeting held on Sunday 25th October 2020.
- c) President's Report.
- d) To receive, consider and adopt the financial report of the company and of the economic entity for the year ended 30 June 2021 and the reports by directors and auditors thereon.
- e) To consider, and if thought fit, approve an Ordinary Resolution (set out below) conferring benefits on directors for 2021/2020.
- f) To consider, and if thought fit, approve the First Special Resolution (set out below) to award Life Membership to Mr James Battese.
- g) To consider, and if thought fit, approve the Second Special Resolution (set out below) to amend the Constitution of the Club.
- h) General Business.

Ordinary Resolution

"That the members hereby approve for the period preceding the 2021 Annual General Meeting the conferring of the payments in (a) and the benefits in (b) to the Directors in respect of their service as members of the Club's Board as follows:

- (a) pursuant to Section 10(6)(b) of the *Registered Clubs Act 1976*:
 - reimbursements of out-of-pocket expenses up to \$700 per month for the President and \$300 per month for each Director; and
 - an honorarium to the President and each Director of \$120 per ordinary monthly board meeting and special meeting attended by each. In regards to the preceding stand alone meetings of RSM Properties Pty Ltd shall be deemed to be special meeting of the Board up to a maximum of six (6) per annum.
- (b) pursuant to section 10(6A) of the *Registered Clubs' Act 1976*,
 - two (2) complimentary tickets to shows and functions conducted on Club premises.
 - three (3) parking spaces to be allocated as determined by the Board.

- reasonable meals and refreshments whilst entertaining and hosting special guests of professional advisers to the Club.
 - reasonable meals and refreshments following Board and Committee Meetings at the Club.
 - reasonable expenditure on accommodation, transport, course costs, one meal and a \$120 daily allowance whilst attending industry seminars, training activities, trade shows, conferences and other industry activities as determined by the Board from time to time.
 - the provision of a Club blazer, dress shirt, polo shirt and tie for Directors when required to represent the Club.
- (c) The members acknowledge that these benefits described above are unavailable to members generally but only for those who are Directors of the Club.”
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NOTES TO MEMBERS ON THE ORDINARY RESOLUTION

These notes are to be read in conjunction with the proposed Ordinary Resolution set out above:

1. Section 10(6)(d) of the *Registered Clubs Act* allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Ordinary Resolution is to disclose the nature of such expenditure and to seek members’ approval for it.
 2. Section 10(6A) of the *Registered Clubs Act* provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.
 3. The benefits conferred by the above ordinary resolution are consistent with those approved by members at the last Annual General Meeting. However, the honoraria conferred on directors represents an increase in the amount approved at the 2019 Annual General Meeting. There were no increases in honoraria approved in 2020. The increases in honoraria, and the expenditure generally, accords with the Club’s budget.
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PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

4. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
5. Only Life members and financial Club members are entitled to vote on the Special Resolutions.
6. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
7. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
8. The Board of the Club recommends the Special Resolutions to members.

FIRST SPECIAL RESOLUTION

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

“That per Rule 25 of the Constitution of Casino Returned Servicemen’s Memorial Club Limited, Life Membership be awarded to member Mr James Battese”.

Notes to Members on the First Special Resolution

1. Mr James Battese has been a director of the Club for eleven (11) years. He is also an active bowling member and his contribution to the Club generally has been exemplary.
 2. The Board recommends member Mr James Battese be afforded Life membership of the Club in recognition of his outstanding service to the Club.
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SECOND SPECIAL RESOLUTION

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

That the Constitution Casino Returned Servicemen’s Memorial Club Limited be amended by:

- (a) **inserting** the following new definition into Rule 2 in alphabetical order:

*“**Board Appointed Director**” means a person appointed to the Board pursuant to Rule 57A, the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 83 of this Constitution..”*

- (b) **deleting** Rule 25 and **inserting** the following new Rule 25:

“(a) A financial member of not less than fifteen (15) consecutive years standing in the class of Club membership is eligible for election to Life membership if that person:

(i) has rendered special services to the Club consisting of not less than ten (10) years active service on the Board of the Club or a Sub-club Committee, or fifteen (15) years outstanding active participation in a subsidiary or any activities that promote and benefit the Club and/or one of the Club’s subsidiary clubs; and

(ii) has not had their membership cancelled or suspended in the previous fifteen (15) years in accordance with Rule 49; and

(iii) is recommended by the Board for election to Life membership.

(b) A person who satisfies the eligibility requirements in paragraph (a) will be duly elected to Life membership if a resolution to that effect is carried by a three-quarters majority of members who are present and voting at a General Meeting.

(c) Any nomination for Life Membership must be submitted in writing to the Secretary not less than three (3) months before the General Meeting at which it is to be considered. The nomination must outline the nominees’ service and activities in the Club and/or Sub-club and be duly signed by at least one proposer and one seconder, both of whom must be financial members of the Club.

(d) Not more than one person may be elected to Life membership in each financial year.”

- (c) **inserting** into Rule 33(c) after the words “*The Secretary, or in the Secretary’s absence the senior employee then on duty, may*” the words “*refuse a person admission to the Club as a Temporary member and/or*”.
- (d) **inserting** the following new Rules 34(e) and (f) inclusive:
- “(e) *The Secretary or his or her delegate may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club’s premises at any time without notice and without having to provide any reason to the applicant for membership.*
 - “(f) *If the Secretary or his or her delegate exercises the power in paragraph (e) of this Rule 34, the Secretary or his or her delegate must provide a written report explaining the circumstances of the refusal to the next meeting of the Board.*”
- (e) **deleting** the sub-heading and Rule 47 and **inserting** the following new sub-heading and Rule 47:
- “CHANGE OF MEMBER’S DETAILS**
47. *A member must advise the Secretary of any change to their contact details (including the member’s address, telephone number and email address) within seven (7) days of the change to their details.*
- (f) **deleting** Rule 49(b) and **inserting** the following new Rule 49(b):
- “(b) *The Board must comply with the following procedure when exercising its powers under paragraph (a):*
 - (i) *The Club must give written notice to the member of any charge against that member under this Rule, at least 7 clear days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.*
 - (ii) *The member charged shall be entitled to:*
 - (A) *attend the meeting to answer the charge and make submissions in respect of any appropriate penalty (if any) which should be imposed if he or she is found guilty of the charge; and*
 - (B) *submit to the meeting written representations to answer the charge and make submissions in respect of any appropriate penalty (if any) which should be imposed if he or she is found guilty of the charge;*
 - (C) *call witnesses (provided that the Club cannot and will not force any person (including a member) to attend and provide evidence at the meeting and if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still deal with the charge).*
 - (iii) *If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member’s conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.*
 - (iv) *If the member charged does not comply with the warning given in accordance with paragraph (iii) of this Rule, 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.*

- (v) *The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless at least a two-thirds majority of the Directors present vote in favour of that resolution.*
- (vi) *If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any representations made to it in writing by the member charged.*
- (vii) *After the Board has considered all the evidence put against the member it may;*
 - (A) *immediately come to a decision as to the member's guilt in relation to the charge, and if the member has been found guilty of the charge, a decision on the disciplinary sanction (if any) which will be imposed; or*
 - (B) *advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge and if the member is found guilty of the charge, a decision on the disciplinary sanction (if any) which may be imposed.*
- (viii) *Once the Board has decided the issue of guilt, and, if applicable, the appropriate disciplinary sanction, the Board must;*
 - (A) *in the case of a decision under Rule 49(b)(vii)(A), immediately inform the member of the Board's decision; or*
 - (B) *in the case of a decision under Rule 49(b)(vii)(B), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*
- (ix) *Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.*
- (x) *The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 49(b) is not strictly complied with provided that there was no substantive injustice for the member charged."*

(g) **inserting** the following new sub-heading and Rules 49(d) to (h) inclusive:

"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- (d) *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*
- (e) *In respect of any suspension pursuant to Rule 49(d), the requirements of Rules 49(a) and 49(b) shall not apply.*
- (f) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 49(d), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
 - (i) *the member has been suspended as a member of the Club; and*
 - (ii) *the period of suspension;*
 - (iii) *the privileges of membership which have been suspended; and*

(iv) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary) that the matter be dealt with by the Board pursuant to Rules 49(a) and 49(b).*

(g) *If a member submits a request under Rule 49(f)(iv):*

(i) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*

(ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 49(b);*

(iii) *the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).*

(h) *This Rule 49 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 50 of this Constitution and the powers contained in section 77 of the Liquor Act.”*

(h) **inserting** into Rule 50(a)(vi) after the words “any substance that the Secretary” the words “or an employee exercising this power”.

(i) **inserting** the following new Rules 56(d) to (j) inclusive:

“(d) *is not a Financial member;*

(e) *is disqualified from managing any company under the Act;*

(f) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*

(g) *is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*

(h) *is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;*

(i) *was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board.*

(j) *is a director of another registered club.”*

(j) **inserting** the following new sub-heading and Rule 57A:

“BOARD APPOINTED DIRECTORS

57A

The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 54(a). The following provisions shall apply in respect of Board Appointed Directors:

(a) *The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.*

(b) *A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.*

- (c) *The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.*
- (k) **deleting** Rule 58(f) and **inserting** the following new Rule 58(f):
*“If at the close of nominations the number of candidates duly nominated is less than the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting and the remaining positions will be declared casual vacancies for the purposes of Rule **Error! Reference source not found.**”*
- (l) **deleting** Rule 58(g)(v) and **inserting** the following new Rule 58(g)(v):
“(v) The Board may prescribe the manner in which votes are to be marked on the ballot paper. At least five (5) days before the commencement of voting, the Club must display a notice on the Club’s website and on the Club noticeboard which confirms:
(A) the approved methods of voting – which may include voting by electronic means; and
(B) the procedures to be followed for voting;
(C) the dates and times when members can vote;
(D) any other details which may be required for voting.”
- (m) **inserting** the following new Rules 58(g)(viii) and (ix):
“(viii) If the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer or other electronic device without having to attend the Club’s premises or by using a designated computer or other electronic device at the Club’s premises.
(ix) The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 58 is not strictly complied with, provided there is no substantive injustice for any candidates.”
- (n) **inserting** the following new Rule 61(m):
“(m) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.”
- (o) **inserting** the following new Rule 79(d):
“For the avoidance of doubt, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and the majority of directors agree to the proposed resolution by sending a reply email to that effect.”
- (p) **deleting** Rule 80 and **inserting** the following new sub-headings and Rule 80:
MATERIAL PERSONAL INTERESTS OF DIRECTORS
(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 80(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

- (c) *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 80. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 80, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*
- (d) *For the purposes of this Rule 80, 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

- (e) *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.*
- (f) *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

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

CONTRACTS WITH SECRETARY AND MANAGERS

- (i) *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*
- (i) *the Secretary or a manager; or*
 - (ii) *any close relative of the Secretary or a manager;*

- (iii) *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

- (j) *The Club must not:*
 - (i) *lend money to a director of the Club; or*
 - (ii) *lend money to an employee of the Club.*

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- (k) *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.*
- (l) *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

- (m) *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.*
- (n) *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 80.*

TRAINING DISCLOSURES

- (o) *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.*

- (p) *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

- (q) *The Club must:*
- (i) *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*
 - (ii) *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."*

- (q) **inserting** the following new Rule 96A and 96B:

"96A The chairperson:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

96B

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

(b) 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.

(c) 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.

(d) 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."

- (r) **deleting** Rule 108(c) and **inserting** the following new Rules 108(c) and (d) inclusive:

"(c) by sending the notice to the electronic address (if any) nominated by the member; or

(d) by notifying the member in accordance with Rule 108A (in the case of notices of general meetings (including Annual General Meetings) only).

- (s) **inserting** the following new Rule 108A:

"108A. If the member nominates:

- (a) *an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*
- (b) *an electronic means (the nominated access means) the member may use to access notices of meeting;*

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

- (c) *that the notice of meeting is available; and*
- (d) *how the member may use the nominated access means to access the notice of meeting.”*

(t) **deleting** Rule 109 and **inserting** the following new Rule 109:

- “(a) *Where a notice is sent to a member in accordance with Rule 108, the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*
- (b) *Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 108A, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.*
- (c) *Notwithstanding any of the provisions of this Constitution, the Club may give notice of a meeting in accordance with Rule 108A(c) and (d) even if a member has not nominated a nominated notification means or nominated access means, if the Club is permitted to do so under the Act.”*

Notes to Members on the Second Special Resolution

3. The Second 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 best practice.
4. **Paragraph (a)** inserts a definition of ‘Board Appointed Director’ as used throughout the Constitution.
5. **Paragraph (b)** amends the criteria and election process by which a member can be elected to Life membership. The new criteria provides that a member;
 - (a) must have provided at least 10 years’ active service on the Board or on a sub-club committee, or 15 years’ outstanding active participation in the activities of the Club that promote and benefit the Club and it’s members; and
 - (b) has not been found guilty of disciplinary proceedings under the Constitution;
 - (c) is recommended by the Board for election to Life membership.
6. The proposed Rule 25(b) further provides that a nomination for Life membership must be made at least 3 months prior to the General Meeting at which it is to be considered.
7. **Paragraph (c)** clarifies that a Temporary member (i.e. a guest of the Club) can be refused entry to the Club at any time by the Secretary at their discretion.
8. **Paragraph (d)** clarifies that an applicant for membership can be refused entry or removed from the premises of the Club at any time by the Secretary at their discretion. If the Secretary exercises this power, the Secretary must provide written particulars explaining the circumstances to the next meeting of the Board.

9. **Paragraph (e)** clarifies that members are required to update the Secretary of any change to their contact details.
10. **Paragraph (f)** update the existing disciplinary proceedings of the Club to align with best practice, providing the Club with the option to provide the result of any disciplinary proceedings via letter. The principles of natural justice and the Club's existing disciplinary procedure have been retained.
11. **Paragraph (g)** inserts a new Rule that gives the Secretary, or his or her delegate, the power to suspend a member for up to 12 months without a disciplinary hearing being commenced by the Board, if the Secretary is of the opinion a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club. If a member wishes to challenge the Secretary's decision, disciplinary proceedings are then commenced and heard by the Board in the usual way.
12. **Paragraph (h)** clarifies that if the senior employee then on duty believes that a patron has in their possession a prohibited plant or prohibited drug, the senior employee can remove that person from the premises of the Club in accordance with section 77 of the *Liquor Act*.
13. **Paragraph (i)** provides further criteria that will render a member ineligible to be nominated or appointed to the Board to align with best corporate practice. For example, if a member is disqualified from managing a company in accordance with the Corporations Act, that member will not be eligible to nominate for election to the Board.
14. **Paragraph (j)** enshrines in the Constitution the Board's legislative power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies).
 - (a) The *Registered Clubs Act* and *Registered Clubs Regulations* enable boards of registered clubs to appoint up to two (2) directors (who are not elected by members or appointed by the Board to fill casual vacancies) to the Board.
 - (b) This means that the Board **may** appoint up to two (2) directors to the Board.
 - (c) For the avoidance of doubt:
 - (i) the directors appointed to the Board are **in addition** to the directors elected by members or appointed by the Board to fill casual vacancies; and
 - (ii) the Board cannot appoint any directors to the Board if the appointment would cause the total number of directors on the Board to exceed the statutory maximum of nine (9) directors;
 - (iii) the Board is not required to appoint persons to the Board but it may do so if it wishes;
 - (iv) any person appointed by the Board to be a director only has to satisfy the requirements of the *Registered Clubs Act* and *Registered Clubs Regulations* to be appointed and does not have to satisfy any requirement in this Constitution such as belonging to a particular category of membership or being a member for a specific period of time before standing for or being elected or appointed to the Board;
 - (v) if a person is appointed to the Board, the Club must, within twenty one (21) days of the appointment, display a notice on the Club's noticeboard and website stating:
 - (1) the reasons for the person's appointment, and
 - (2) the person's relevant skills and qualifications, and
 - (3) any payments to be made to the person in connection with his or her appointment.

- (d) This amendment allows the Board to identify persons with particular skills, expertise and experience which may be beneficial to the Club and allow the Board to appoint those persons to the Board.
- (e) For example, the Club may undertake a major construction project in the future and none of the directors at the time may have expertise in construction. This amendment allows the Board to identify and appoint a person or persons with expertise in construction who will be able to assist the Club in completing the construction project.
15. **Paragraph (k)** amends the existing Rule to provide that if there is an insufficient number of nominations for the available positions to be elected to the Board, those members who have nominated will be elected and any remaining unfilled positions will be casual vacancies. The Club will no longer be required to call for further nominations from the floor of the General Meeting as these unfilled positions will be declared casual vacancies.
16. **Paragraphs (l) and (m)** clarify the existing Rules relating to the procedure to be used for the election of the Board to allow for the use of technology, if the Board believes the use of electronic voting means will be in the best interests of the Club. The Board will be required to clearly explain to members the manner in which the membership may record their vote in any such election.
17. **Paragraph (n)** inserts a Board power to issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.
18. **Paragraph (o)** clarifies that a Board resolution can be passed by way of email. This is permitted by the *Corporations Act*.
19. **Paragraph (p)** amends existing provisions relating to mandatory director training, disclosure and accountability to bring the Constitution into line with the *Registered Clubs Accountability Code*.
20. **Paragraph (q)** provides that the Chairperson is responsible for ensuring the proper conduct of all members at any general meeting of the Club. Paragraph (q) also clarifies the Rules relating to proposed resolutions, and the holding and postponing of general meetings to bring the Constitution into line with the *Corporations Act*.
21. **Paragraphs (r), (s) and (t)** amends existing provisions relating to notices to members to bring the Constitution into line with the *Corporations Act*. The amendments refer to the Club's ability to give notice of general meetings to members electronically if a member elects to receive notices this way or if the *Corporations Act* allows the Club to do so.
22. The Board recommends the Second Special Resolution to members.

Dated: 28th October 2021

By direction of the Board



N.H. Genge

Company Secretary/Manager