

SAWTELL BOWLING & RECREATION CLUB LTD
(ACN 001 064 535)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of the **Sawtell Bowling & Recreation Club Ltd** to be held on **11 August 2024** commencing at the hour of **9am** at the premises of the Club, 1 Lyons Road, New South Wales.

AGENDA

1. Welcome and apologies.
2. To receive and consider the Minutes of the Annual General Meeting of the Club held on 13 August 2023.
3. To receive and consider for the financial year ending 30 April 2024:
 - (a) the financial report of the Club;
 - (b) the directors' report;
 - (c) the auditor's report.
4. To declare the results of the election of directors and Stingray Bowls Management Committee.
5. To consider and if required Appointment of the Auditor.
6. To consider any business of which due notice has been given.
7. To consider and if thought fit pass the Ordinary Resolutions set out below.
8. To consider and if thought fit pass the Special Resolutions set out below.
9. To consider suggestions for the incoming directors.

NOTE 1:

The Corporations Act does not require the Club to post out the Financial Reports, Director's Reports and Auditor's Reports to members unless they elect in writing, to receive a hard copy or electronic copy and to this end the reports are available electronically on the Club's website at: <https://www.sawtellbowlingclub.com.au/> or alternatively a hard copy may be obtained for collection or posted out from the office at the Club's premises.

NOTE 2:

Members are requested to advise the Chief Executive Officer, in writing, prior to 5 pm on Friday 2 August 2024 of any query relating to the Financial Accounts on which information may be required. Such information will be extracted from the records and be available at the Annual General Meeting.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) The members approve the payment of **\$2,200** as the honorarium to the Chairperson of the Board in relation to services rendered to the Club until the Annual General Meeting to be held in 2025.

NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

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

1. The First Ordinary Resolution proposes that the members approve an honorarium payment to the Chairperson of the Board in relation to the services provided by the Chairperson to the Club until the next Annual General Meeting in 2025.
2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year. The amounts of the honorariums proposed above are the same as those approved by members at the Annual General Meeting held in 2023.
3. The members acknowledge that the benefits in the First Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976 the members hereby approve expenditure by the Board of **Sawtell Bowling & Recreation Club Ltd** until the next Annual General Meeting of the Club for the following expenses subject to approval by the Board of Directors:

- (a) The provision of reasonable food and beverage and associated costs for each member of the Board at meetings of the Board and meetings of Committees of the Board, including travel expenses (upon production of a valid receipt).
- (b) The reasonable cost and expense of and incidental to representing the Club at functions held within the Club and elsewhere, and undertaking such other duties as may be approved from time to time by the Board (in company of their partner where the Board determines it to be appropriate so to do).
- (c) The reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact-finding tours, attendance at other clubs for the purpose of research and benchmarking, courses and conferences to comply with Club governance legislation and other similar events domestic or international as may be approved by the Board from time to time per the training and study tour policy.
- (d) Reasonable expenses incurred by Directors either within the Club or other venues in relation to such other duties including entertainment of special guests of the Club.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

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

1. The Second Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments, which may have a significant bearing on the Club and for other out of pocket expenses. Included in the Second Ordinary Resolution is the cost of Directors attending functions as representatives of the Club.
2. 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 Second Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.
3. 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.
4. The benefits in the Second Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.

FIRST SPECIAL RESOLUTION

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

That the Constitution of Sawtell Bowling & Recreation Club Ltd be amended by:

- (a) **amending** the rule numbering to ensure it is consecutive and ensuring the cross referencing throughout the document is correct.
- (b) **deleting** Rules 5(p) and 5(s) and **inserting** in alphabetical order the following new definitions:
- “Chairperson” means the director elected to the role of chairperson of the Board.*
- “Director Identification Number” means the number that is referred to by the same words in section 1272C of the Law that a member of the club must have before that member can be elected or appointed to office as a director of the Club.*
- “financial” and “financial member” means a member who has renewed their membership by the relevant due date and/or has paid any annual subscription, levy or other payments owing to the Club.*
- “Gaming Machines Act” means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.*
- “Liquor Act” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.*
- “Quarter” means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.*
- (c) **deleting** Rule 18 and in its place **inserting** the word “Deleted”.
- (d) **deleting** Rule 19 and in its place **inserting** the following new Rule 19:
- “19. A person under the age of 18 years may be admitted to Junior membership of the Club.”*
- (e) **inserting** at the end of Rule 40(a) the words “or such other distance as may be determined by the Act;”
- (f) **deleting** Rule 46 and in its place **inserting** the following new Rule 46:
- “46. The Board or the Secretary may at any time refuse a temporary member admission to the Club, remove a temporary member from the premises of the Club at any time and/or cancel the membership of any temporary member without notice and without assigning any reason therefor.”*
- (g) **inserting** at the end of Rules 47 and 57(a) the words “(if any)”.
- (h) **deleting** from Rule 48 the word “shall” and in its place **inserting** the word “may”.
- (i) **inserting** into Rule 49 the words “(if any)” after the word “form”.
- (j) **deleting** Rule 50 and in its place **inserting** the following new Rule 50:
- “50. The Board or the Secretary may remove a provisional member from the premises of the Club at any time and/or cancel the provisional membership of any person without notice and without assigning any reason therefor.”*
- (k) **deleting** Rule 56 and in its place **inserting** the following new Rule 56:
- “56. In respect of every application for membership other than as an honorary member or temporary member there shall be completed a nomination form which shall be in writing, either in hard form or created electronically and contain such particulars as are from time to time prescribed by the Board, including the full name, address, email address and telephone number of the applicant, a statement that the applicant, if admitted, will be bound by this Constitution, including the By-laws, and such other particulars as may be prescribed by the Board from time to time.”*
- (l) **inserting** at the beginning of Rule 57 the words “Except in the case of an electronic application for membership in accordance with Rule 58”.

- (m) **inserting** the following new Rule 58 and **renumbering** the remaining provisions accordingly:
- "58. Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board by a by-law from time to time."*
- (n) **deleting** Rules 60, 61 and 62 and in their place **inserting** the following new Rules 60, 61 and 62:
- "60. A person whose application has been signed by the Secretary in accordance with Rule 58 and who has paid the entrance fee (if any) and the appropriate annual subscription (if any) may become a Provisional member in accordance with Rule 47.*
- 61. The full name of each applicant for membership whether it is in hard form or created electronically, shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.*
- 62. An interval of at least fourteen (14) days shall elapse between the Club's receipt of the nomination form (including an electronic nomination form in accordance with Rule 58 above) of a person for election and the election of that person to membership of the Club."*
- (o) **deleting** from Rule 64 the word "shall" after the word "Secretary" and in its place **inserting** the word "may".
- (p) **deleting** Rule 66 and in its place **inserting** the following new Rule 66:
- "66. For the purposes of section 30(2B) of the Act, the Board shall determine the joining fees, subscriptions, and other payments payable by members of the Club."*
- (q) **deleting** Rule 70 and in its place **inserting** the following Rule 70:
- "70. The Register which may be in more than one form, including electronic, shall be kept on the premises of the Club and subject to the law, shall be open to inspection by members."*
- (r) **deleting** Rule 71 and in its place **inserting** the following new sub-heading and Rule 71:

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

- 71. Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) as soon as is practical following the change to their details."*
- (s) **deleting** Rule 75 and in its place **inserting** the following new Rule 75:
- "75. Subject to this Rule 75, the Board shall have the power to reprimand, fine, suspend for such period as it considers fit, expel or accept the resignation of any member if that member:*
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected 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.*
 - (c) The following procedure shall apply to disciplinary proceedings of the Club:*
 - (i) A member shall be notified of:*
 - (1) any charge against the member pursuant to this Rule;*
 - (2) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;*
 - (3) the date, time and place of the meeting of the Board at which the charge is to be heard.*

- (d) *The member charged shall be notified of the matters in paragraph (c) of this Rule 75 by notice in writing seven (7) days before the meeting of the Board at which the charge is to be heard.*
- (e) *The member charged is entitled to:*
 - (i) *attend the meeting for the purpose of answering the charge; and*
 - (ii) *may submit to the meeting written representations for the purpose of answering the charge;*
 - (iii) *call witnesses provided that:*
 - (1) *If a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and*
 - (2) *The Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting.*
- (f) *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.*
- (g) *If the member charged does not comply with the warning given in accordance with paragraph (f) 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.*
- (h) *The method of voting by the directors present at such meeting will be such as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least a majority of the directors present vote in favour of such resolution.*
- (i) *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, the Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.*
- (j) *After the Board has considered all the evidence put before it, the Board may:*
 - (i) *immediately come to a decision as to the member's guilt in relation to the charge; or*
 - (ii) *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.*
- (k) *After 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 Rule 75(j)(i), immediately inform the member of the Board's decision; or*
 - (ii) *In the case of a decision under Rule 75(j)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*
- (l) *If the member charged has been found guilty, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:*
 - (i) *at the meeting or afterwards; and*
 - (ii) *by way of verbal or written submissions or a combination thereof.*
- (m) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*

- (n) *Any decision of the Board at such meeting or any adjournment thereof is final and the Board is not required to assign any reason for its decision.*
 - (o) *In the event that a notice of charge is issued to a member pursuant to paragraph (c) of this Rule the Board has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.*
 - (p) *The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 directors. A quorum of the disciplinary committee is 3 directors.*
 - (q) *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.*
 - (r) *The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 75 is not strictly complied with provided that there was no substantive injustice for the member charged."*
- (t) **deleting** from Rule 76 the following words *"Any suspension of a member by the Secretary or the senior employee pursuant to Rule 74(a) will continue for 6 weeks or until the meeting, notice of which is given to the member pursuant to Rule 73(a), whichever is the earlier."*
- (u) **inserting** the following new Rule 79:
- "79. Deleted."*
- (v) **deleting** from Rules 92, 111, 117, 126(a), 132 and 133 the words *"President"* and *"Vice-President"* where they appear and in their place **inserting** the words *"Chairperson"* and *"Vice Chairperson"* respectively.
- (w) **inserting** new Rules 103 to 106 inclusive and **renumbering** the remaining provisions accordingly:
- "103. 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 Law. 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 of 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.*
- 104. 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 Law.*
- 105. 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.*
- 106. If permitted by the Law, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Law shall apply to such meetings and to the extent of any inconsistencies between the Law and the Constitution, the provisions of the Law shall prevail."*
- (x) **inserting** new Rule 118(e) as follows:
- "(e) notwithstanding any other Rule in this Constitution, to be eligible to nominate for election to the Board a member must:*
- (i) *have been a financial member of the Club for at least two (2) years immediately preceding the proposed date of election to the Board; and*
 - (ii) *hold a Directors Identification Number as required by the Law;*
 - (iii) *not be disqualified from managing any company under the Law;*

- (iv) *not be of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
 - (v) *not be prohibited from being a director by reason of any order or declaration made under the Liquor Act, the Act the Law or any other applicable legislation;*
 - (vi) *not under suspension pursuant to Rule 75;*
 - (vii) *not have been subject to a suspension of their membership for any time in the last five years;*
 - (viii) *not be an employee of the Club."*
- (y) **deleting** Rule 120(a) and in its place **inserting** the following new Rule 120(a):
- "(a) If insufficient nominations are received for the number required to be elected the chairperson of that meeting shall declare those nominated duly elected and the unfilled positions shall be casual vacancies for the purposes of Rule 123."*
- (z) **deleting** Rule 122(e) and in its place **inserting** the following new Rule 122(e):
- "(e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board unless the Board determines that their office is not vacant as a result of that absence;"*
- (aa) **inserting** new Rules 122(m) to (q) as follows:
- "(m) was not eligible to stand for or be elected or appointed to the Board;*
- (n) is convicted of an indictable offence (unless no conviction is recorded);*
- (o) is not a financial member of the Club;*
- (p) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;*
- (q) is removed from office as a director in accordance with the law and this Constitution."*
- (bb) **inserting** new Rule 124 as follows:
- "124. A member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board."*
- (cc) **inserting** new Rule 126(i) as follows:
- "(i) to issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club;"*
- (dd) **inserting** the words "*and/or dissolve*" after the words "*To create*" in Rule 126(m)(i).
- (ee) **deleting** Rule 131 and in its place **inserting** the following new Rule 131:
- "131. 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 it shall hold a meeting at least once in each Quarter for the transaction of business."*
- (ff) **deleting** renumbered Rule 135 and **renumbering** the remaining provisions accordingly.
- (gg) **inserting** the following new headings new Rules 139 and 140 and **renumbering** the remaining provisions accordingly:

"MATERIAL PERSONAL INTERESTS OF DIRECTORS

139. (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 139(b).*
- (b) *Notwithstanding anything contained in the Law, 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

140. (a) *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 140. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 69, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*
- (b) *For the purposes of this Rule 140(a), the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Act and Registered Clubs Regulations.*

CONTRACTS WITH TOP EXECUTIVES

- (c) *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.*
- (d) *Contracts of employment with top executives:*
- (i) *will not have any effect until they are 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

- (e) *Subject to any restrictions contained in the Act and Rule 140, 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.*
- (f) *A "pecuniary interest" in a company for the purposes of Rule 140(e) does not include any interest exempted by the Act.*

CONTRACTS WITH SECRETARY AND MANAGER

- (g) *Unless otherwise permitted by the 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

- (h) The Club must not:
 - (i) lend money to a director of the Club; and
 - (ii) unless otherwise permitted by the 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

- (i) 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.
- (j) 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

- (k) 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;
 - (v) the Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 140.

TRAINING DISCLOSURES

- (l) 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 exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.
- (m) 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

- (n) 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."*

(hh) **deleting** Rule 159 and in its place **inserting** the following new Rules 159 to 162 inclusive:

"159. Without limiting the provisions of the law, a notice may be given by the Club to any member either:

- (a) Personally;*
- (b) By sending it by post to the address of the member;*
- (c) By sending it to the electronic address of the member;*
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

160. Where a notice is sent to a member in accordance with Rule 159(a), the notice is deemed to be received on the day it is given to the member.

161. Where a notice is sent to a member in accordance with Rules 159(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

162. Where a notice is sent to a member in accordance with Rule 159(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice."

(ii) **inserting** the following new heading and new Rules 166 to 167:

"MEETINGS AND VOTING

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

- (a) Distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or*
- (b) Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*
- (c) Allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.*

167. If there is any inconsistency between Rule 166 and any other provision of this Constitution, Rule 166 shall prevail to the extent of that inconsistency."

(jj) **inserting** the following new heading and Rules 168 to 169:

LIQUOR AND GAMING

168. Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to:

- (a) implement house polices for the responsible service of liquor and the responsible conduct of gambling; and*
- (b) include in those polices measures to assist in the harm minimisation objects;*
- (c) take steps to enforce those policies;*

- (d) *without limiting the generality of Rule 168(c), include in those policies provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies.*

169. *The principles of natural justice and procedural fairness do not apply to the exclusion of any person from the premises of the Club pursuant to Rule 168."*

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

Notes to Members on the First Special Resolution

1. **The First Special Resolution** proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (**RCA**).
2. Paragraph (**a**) amends the rule numbering throughout the Constitution to ensure it is consecutive and the cross referencing throughout the document is correct.
3. Paragraph (**b**) deletes and inserts in alphabetical order new definitions used throughout the Constitution.
4. Paragraph (**c**) deletes reference to the maximum number of members that the Club can have as there is no maximum number of members for clubs and this provision was removed from the RCA some years ago.
5. Paragraph (**d**) clarifies that a person under the age of eighteen years may be admitted to Junior membership.
6. Paragraphs (**e**) and (**f**) amend provisions in relation to Temporary membership to bring the Constitution into line with the RCA.
7. Paragraphs (**g**), (**h**), (**i**) and (**j**) amend provisions in relation to Provisional membership.
8. Paragraph (**k**) adopts recent amendments to the RCA which removes the requirement to obtain details of a new member's occupation. The Club will also collect the email address and the telephone number for new members.
9. Paragraphs (**l**) to (**o**) inclusive amends existing provisions relating to applications for membership of the Club to bring the Constitution into line with best practice and the RCA. The amendments will allow the Club to administer membership applications via the Club's website. Additionally, the RCA no longer requires the Club to display the address of an applicant for membership on the Club's noticeboard. The proposed amendments give effect to these changes.
10. Paragraph (**p**) amends the provision dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than \$2.00. This requirement has recently been removed from the RCA.
11. Paragraph (**q**) clarifies the Rules in relation to the register of members the Club is required to keep to accord with the RCA and the Corporations Act.
12. Paragraph (**r**) clarifies that member must notify the Club of changes to their contact details.
13. Paragraphs (**s**), (**t**) and (**u**) amend existing provisions relating to disciplinary proceedings to bring the Constitution into line with best practice.
14. Paragraph (**v**) replaces the words "*President*" and "*Vice President*" where appearing in the Constitution with the words "*Chairperson*" and "*Vice Chairperson*". This is consistent with the titles of the positions the Club and the Board use.
15. Paragraph (**w**) inserts new Rules 103 to 106 inclusive relating to general meetings (including Annual General Meetings) including giving the Board the power to cancel or postpone a meeting except one called at the request of members to bring the Constitution into line with the Corporations Act.

16. Paragraph (x) inserts new provisions relating to eligibility for election to the Club's Board to bring the Constitution into line with best practice. To illustrate, Rule 118(e)(i) provides that to be eligible to nominate for election to the Board a member must have been a financial member of the Club for at least two (2) years immediately preceding the proposed date of election to the Board and Rule 118(e)(ii) requires a member to hold a Directors Identification Number as required by the Corporations Act.
17. Paragraph (y) will change the current situation whereby if at the close of nominations, there is an insufficient number of nominations for the positions to be elected on the Board, rather than call for further nominations from the floor of the AGM for any unfilled positions, Rule 120(a) provides that the unfilled positions will be casual vacancies and can be filled by the Board in due course following the AGM.
18. Paragraphs (z) and (aa) extend the circumstances upon which a casual vacancy on the Board of the Club will arise, to accord with the requirements of the Corporations Act and best practice.
19. Paragraph (bb) clarifies that a person cannot be elected or appointed to the Board if they do not hold a Director Identification Number (unless exempted from doing so).
20. Paragraph (cc) clarifies that the Board has the power to issue requests and directions to members of the Club that may be reasonably required for the proper conduct and management of the Club.
21. Paragraph (dd) clarifies that the Board have the power to create and dissolve sub clubs of the Club.
22. Paragraph (ee) amends an existing provision relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur and to allow the Board to meet whenever required but at least once in every 3 months.
23. Paragraphs (ff) and (gg) update the Rules and insert new provisions relating to corporate governance and accountability to bring the Constitution into line with the Registered Clubs Act and adopt the provisions of the Accountability Code which applies to all registered clubs and is set out in Schedule 2 of the Registered Clubs Regulation.
24. Paragraphs (hh) and (ii) amending existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds new Rules 166 and 167 which reflects recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents relating to a meeting electronically.
25. Paragraph (jj) provides the Club with the power to exclude persons from the premises of the Club in accordance with house policies on the responsible service of alcohol and the responsible conduct of gambling.
26. Paragraph (kk) permits any necessary amendments to be made to address any anomaly in rule numbering and cross referencing throughout the Constitution.

SECOND SPECIAL RESOLUTION

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

That the Constitution of Sawtell Bowling & Recreation Club Ltd be amended by **deleting** Rule 79 and **inserting** the following new heading and new Rule 79:

"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

79. (a) *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.*
- (b) *In respect of any suspension pursuant to Rule 79(a), the requirements of Rule 75 shall not apply.*
- (c) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 79(a), 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, the matter be dealt with by the Board pursuant to Rule 75.*
- (d) *If a member submits a request under Rule 79(c)(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 75;*
 - (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).*
- (e) *This Rule 79 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 75 of this Constitution and the powers contained in section 77 of the Liquor Act."*

Notes to Members on Second Special Resolution


1. The Second Special Resolution inserts a new Rule 79 which gives the Secretary the power to issue a suspension of membership for a period of up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.

Procedural matters

1. Amendments to the Ordinary Resolutions or the Special Resolutions will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of a resolution.
2. To be passed, each Ordinary Resolution must receive votes from a majority of those members who being eligible to do so vote in person on the Ordinary Resolutions at the meeting. Under the Club's Constitution only Life members, financial Bowling members and financial Social members are eligible to vote on the Ordinary Resolutions.
3. To be passed, each Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution. Under the Club's Constitution only Life members and financial Bowling members are eligible to vote on the Special Resolutions.
4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.

Dated: 19 JULY 2024

By direction of the Board



Michael Wheeler
Chief Executive Officer