



NOTICE OF ANNUAL GENERAL MEETING

The Annual General meeting of the Tathra Beach Bowling Club Limited will be held in the Club Rooms at Dilkera Road, Tathra NSW on Sunday 3 August 2025 at 10.00am.

AGENDA

The Business of the Annual General Meeting shall be:

1. Apologies
2. To confirm the Minutes of the previous Annual General Meeting held on Sunday, 28 July 2024.
3. To receive & consider the Chairperson's report & Director's declaration.
4. To receive & consider the Chief Executive Officer Report
5. To receive & consider the:
 - (a) Financial Report.
 - (b) Director's Report; and
 - (c) Auditor's Report

for the year ending 31 March 2025.

***Please Note:** Members are respectfully asked to submit any questions they may have, in writing at least seven (7) days in advance of the meeting to the Secretary Manager, so informed responses can be provided at the meeting.

"Members are advised that memberships that expire 30 June 2025 must be renewed by 31 July 2025 to remain financial.

"Members are advised that the Club Annual Report 2025 can be collected from the Club or downloaded from the Clubs website <https://bit.ly/4lmOdZI>

6. To appoint a member as Club Patron for the ensuing year.
7. To consider and, if thought fit, pass the Five Ordinary Resolutions (set out below) conferring of benefits on Directors and specific members of the Club.
8. To consider and, if thought fit pass the Special Resolutions set out below.
9. Declaration from Returning Officer on the ballot electing directors
10. General Business



Ordinary Resolutions

First Ordinary Resolution

That pursuant to section 10(6A) (b) of the Registered Clubs Act 1976:

- (a) The Members hereby approve and agree to expenditure by the Club of a sum not exceeding \$5,000.00 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 after a Board or Committee Meeting where the Meeting corresponds with a normal mealtime.
 - (ii) Reasonable expenses incurred by Directors in relation to such duties including the entertainment of special guests to the Club and other promotional activities performed by Directors which activities and the expenses there from are approved by the Board before payment is made on production of receipts, invoices, or other documentary evidence of such expenditure.
 - (iii) Reasonable expenditure on food and beverages for Directors and their spouses at functions where appropriate and required to represent the Club.
- (b) The Members acknowledge that the benefits in paragraph (a) of this First Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club.

Second Ordinary Resolution

That pursuant to section 10(6A) (b) of the Registered Clubs Act 1976:

- (a) The Members hereby approve and agree to expenditure by the Club of a sum not exceeding \$5,000.00 for the professional development and education of Directors until the next Annual General Meeting of the Club and being the reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
- (b) The Members acknowledge that the benefits conferred in paragraph (a) of this Second Ordinary Resolution are not available to members generally but only for those who are Directors of the Club.

Third Ordinary Resolution

That pursuant to section 10(6) (b) of the Registered Clubs Act 1976, the members approve and agree to:

- (a) confer, until the next Annual General Meeting of the Club, the following sums of honoraria on the office bearers specified, in respect of their services as a member of the Board and sub-committees as listed below;



Chairperson	- \$4,175
Vice Chairperson	- \$1,043
Directors	- \$1,043
TBWBC President	- \$523
TBMBC President	- \$523

- (b) the honoraria being paid in 6-month intervals in arrears;
- (c) the members acknowledge that the benefits conferred in this Third Ordinary Resolution are not available to members generally but only to those members of the Club specified in this Third Ordinary Resolution.

Fourth Ordinary Resolution

That pursuant to section 10(6A) (b) of the Registered Clubs Act 1976 and the Constitution of the Tathra Beach Bowling Club Limited, members agree and authorise the Board, at its discretion to allocate sufficient funds for the operating costs related to the sport of lawn bowls and the operating costs for the maintenance and upkeep of the Bowls Greens.

Fifth Ordinary Resolution

That pursuant to section 10(6A) (b) of the Registered Clubs Act 1976, the members approved and agree:

- (a) That the Club Chairperson or their nominated representative may authorise and announce, at his/her discretion, the provision of free refreshments for a short period to all members and guests in attendance for special occasions throughout the year.
- (b) That the members acknowledge that the benefits in paragraph (a) of this Fifth Ordinary Resolution are not available to members generally but are only for those who are in attendance in the Club at the time of the stated announcement.

Explanatory Message to Members regarding the Ordinary Resolutions

Section 10(1)(i) and (j) of the *Registered Clubs Act* 1976 prohibits the Club from offering a benefit or advantage to any member unless it is offered equally to all members of the Club.

Section 10(6) provides an exception to section 10(1)(i) and (j) where the benefit comprises an honorarium conferred on Directors of the Club.

Section 10(6A) (b) of the *Registered Clubs Act* 1976 allows a member to receive a benefit if the benefit conferred is not in the form of money (i.e. is in the form of meals, drinks, and other non-monetary benefits) and those benefits are approved by an ordinary resolution of the members of the Club in general meeting prior to the benefit being provided.

The First, Second, Fourth and Fifth Ordinary Resolutions are to have the members in general meeting approve, in accordance with section 10(6A) (b) of the *Registered Clubs Act* 1976, reasonable expenditure by the Club in relation to the conferral of non-monetary benefits on Directors and specific members as specified in each of the resolutions.

The Third Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6)(b) of the *Registered Clubs Act* 1976, the conferral of an amount of money (i.e. honorarium) on office bearers of the Board, the TBWBC President and TBMBC President in recognition of their services as members of those committees.



10. To receive recommendations from the Members for the consideration of the Board of Directors and to discuss any matters brought forward of which due notice has been received (i.e. General Business.)

General Notes to Members

1. To be passed, each Ordinary Resolution must receive votes in its favor from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
2. As a result of the provisions of the *Corporations Act 2001*, the Ordinary Resolutions must be considered as a whole and cannot be altered by motions from the floor of the meeting.
3. Members should read the Explanatory Message to Members following the Ordinary Resolutions, which explains the nature and effect of each Ordinary Resolution.
4. Please direct any questions or concerns about the Ordinary Resolutions to the Secretary Manager of the Club, if possible before the meeting.
5. Members of the Club, who are employees of the Club, cannot vote on the Ordinary Resolutions.
6. Junior Members are not entitled to attend or vote at the Annual General Meeting.
7. Members are asked to respectfully submit any questions they may have regarding the Financial Report, Directors Report, and the Auditor's Report, in writing at least seven (7) days in advance of the meeting to the Secretary Manager, so informed responses can be provided at the meeting.
8. Proxy Votes are not allowed under the Registered Clubs Act 1976.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

9. Please note that all Members of the Tathra Beach Bowling Club Limited shall be entitled to vote for the candidates for the position of Board & attend the Annual General meeting.

By Order of the Board

Phil Bragg
Chief Executive Officer
5 July 2025



Special Resolutions

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

That the Constitution of Tathra Beach Bowling Club Ltd be amended by:

(a) **inserting** the following new Rules 2.5 and 2.6 as follows:

"2.5 Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

2.6. The Constitution and By-laws of the Club have effect as a contract between:

(a) the Club and each member; and

(b) the Club and each director;

(c) each member and each other member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person."

(b) **inserting** the following new Rules 3.1(b), (g), (i), (j), (l), (o), (q), (s) and (u) and **renumbering** the remaining provisions accordingly:

*"(b) **"Biennial General Meeting"** means the Annual General Meeting of the Club held in the year 2015 (which was the first Biennial General Meeting) and every second Annual General Meeting thereafter, being the meeting at which the Board of Directors is to Retire and a new Board of Directors is appointed being elected in accordance with this Constitution.*

*(g) **"Community Gaming Act"** means the Community Gaming Act 2018 and any regulation made under the Community Gaming Act. Any reference to a provision of the Community Gaming Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Community Gaming Act however that provision may be amended in that legislation.*

*(i) **"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.*

*(j) **"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.*



- (l) **“Gaming Activity”** has the meaning given in the Community Gaming Act but does not include the playing of an Approved Gaming Machine under the Gaming Machines Act.
- (o) **“Liquor or Gaming Policy”** means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimization.
- (q) **“Non-Financial member”** means a member who has not renewed their membership by the relevant due date and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- (s) **“Quarter”** means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.
- (u) **“Retire”** means to withdraw from office.”
- (c) **deleting** Rule 3.2 and **renumbering** the remaining provision accordingly.
- (d) **deleting** Rule 4.1(g) and in its place **inserting** the following new Rule 4.1(g):
 - “(g) To construct, provide, maintain, demolish or alter any buildings, sporting or playing areas, facilities and grounds and other conveniences and works necessary or convenient for the purposes of the Club and the enjoyment and amenity of the members and to permit the same to be used by members and other persons either gratuitously or for payment subject to the Registered Clubs Act 1976.”
- (e) **deleting** from Rule 4.1(r) the words “Clause 5 of this Memorandum” and in its place **inserting** the word and figure “Rule 9.1.”
- (f) **inserting** the following new Rule 10.7:
 - “10.7 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the provisions of Rule 21 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.”
- (g) **re-numbering** rule 11 so that all sub-rules are in numerical order;
- (h) **deleting** from the beginning of renumbered Rule 11.10(b) the words “subject to 10.8(c) 11.8(c)”.
- (i) **deleting** from Rule 13.2 the words “within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner)”.
- (j) **inserting** the following new Rule 13.5 and **renumbering** the remaining provisions accordingly:
 - “13.5 The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.”
- (k) **inserting** the following new Rule 15.3 and **renumbering** the remaining provisions accordingly:
 - “A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be



required to enter their relevant details in the register of Temporary members referred to in 19.1(c) on the first day that they enter the Club's premises during that period."

- (l) **deleting** renumbered Rule 15.6 and in its place **inserting** the following new Rule 15.6:
- "15.6. The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason."*
- (m) **deleting** Rule 16.4(d) and in its place **inserting** the following new Rules 16.4(d) and (e) and **renumbering** the remaining provisions accordingly:
- "(d) the telephone number of the applicant;*
- (e) the email address of the applicant."*
- (n) **deleting** from Rule 16.8 the words *"and address"*.
- (o) **deleting** Rule 17.1 and in its place **inserting** the following new Rule 17.1:
- "17.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments payable by members of the Club."*
- (p) **deleting** Rule 17.3 and in its place **inserting** the following new Rule 17.3:
- "17.3 Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time."*
- (q) **deleting** the first sentence of Rule 18.1 and in its place **inserting** the following words *"Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:"*.
- (r) **deleting** Rule 19.1(a)(ii) and **renumbering** the remaining provisions accordingly.
- (s) **inserting** at the beginning of renumbered Rule 19.1(a)(iv) the following words *"for the purposes of the Registered Clubs Act only,"*.
- (t) **deleting** Rule 20 and in its place **inserting** the following new heading and Rule 20:
- "20. **NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS***
- Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change of their details."*
- (u) **inserting** the following new Rule 21.2(ii) and **renumbering** the remaining provision accordingly:
- "(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;"*
- (v) **deleting** from Rule 21.2 the words *"by a prepaid letter sent by post to the member's last known address at least"*.
- (w) **inserting** the following new sub Rule 21.2(c)(iii):
- "(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 enforce any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing."*

(x) **inserting** the following new Rules 21.2(d), (3) and (f) and **renumbering** the remaining provisions accordingly:

- "(d) The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner)."*
- (e) 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.*
- (f) If the member charged does not comply with the warning given in accordance with paragraph (e) 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."*

(y) **deleting** renumbered Rule 21.2(h) and in its place **inserting** the following new Rules 21.2(h), (i), (j) and (k) and **renumbering** the remaining provisions accordingly:

- "(h) After the Board has considered 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.*
- (i) 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 21.2(h)(i) of this Rule, immediately inform the member of the Board's decision; or*
 - (ii) in the case of a decision under Rule 21.2(h)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*
- (j) If the member charged has been found guilty the member must be given a further opportunity 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.*
- (k) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*

(z) **deleting** from renumbered Rule 21.2(l) the words "by secret ballot".



(aa) **inserting** new Rule 21.2(o) as follows:

“(o) 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.”

(bb) **inserting** above Rule 21.3 the following new heading:

“PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING”

(cc) **deleting** Rules 21.4 to 21.6 inclusive and in their place **inserting** the following new heading and Rules 21.4 to 21.8:

“ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

21.4 *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 three (3) months.*

21.5 *In respect of any suspension pursuant to Rule 21.4, the requirements of Rule 21.2 shall not apply.*

21.6 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 21.4, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

(a) the member has been suspended as a member of the Club; and

(b) the period of suspension;

(c) the privileges of membership which have been suspended; and

(d) 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 21.2.

21.7 *If a member submits a request under Rule 21.6(d):*

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

(b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 21.2;

(c) 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).

21.8 *This Rule 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 24 of this Constitution and the powers contained in section 77 of the Liquor Act.”*

(dd) **inserting** the following new Rule 22.5 as follows:

“22.5 This Rule 22 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rules 21.4 or 24 of this Constitution and the powers contained in section 77 of the Liquor Act.”

(ee) **deleting** Rule 24.1(b) and in its place **inserting** the following new Rule 24.1(b):



- (b) *whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, the Liquor Act and any other applicable law;*
- (ff) **deleting** Rule 24.1(d) and in its place **inserting** the following new Rule 24.1(d):
- (d) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.*
- (gg) **inserting** into Rule 24.1(e) the word “by law,” after the words “club licence,”.
- (hh) **inserting** new Rule 28.2 as follows and **renumbering** the remaining provisions accordingly:
- “28.2 *The Board will be elected biennially in accordance with Rule 30.*”
- (ii) **inserting** new renumbered Rules 28.5(f) and (g) and **renumbering** the remaining provisions accordingly:
- (f) *is disqualified or 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.*
- (g) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health.*
- (jj) **inserting** the following new Rule 28.6:
- “28.6 *A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.*”
- (kk) **deleting** Rule 29 and in its place **inserting** the following new Rule 29:
- “29. **PARTICIPATION IN GAMING ACTIVITY**
- 29.1 *As determined by the rules of any Gaming Activity conducted by the Club (including a Sub club of the Club), the following persons must not participate in the Gaming Activity:*
- (a) *any person conducting the Gaming Activity including any person who determines who is to win a prize in the Gaming Activity; and*
- (b) *any person who is involved in the management of the benefitting organization;*
- (c) *any employee of the Club (but only as determined by the rules of the Gaming Activity).*
- 29.2 *For the purposes of Rule 29.1(a) all persons prescribed by Section 6 of the Community Gaming Act are taken to conduct a Gaming Activity including each director and officer (as defined in section 9 of the Act) of the Club.*
- 29.3 *Any breach of this Rule 29 by a member (including a director) shall be deemed to be conduct unbecoming a member of the Club or conduct prejudicial to the interests of the Club under Rule 21 and may be dealt with by the Board or Disciplinary Committee accordingly.*”
- (ll) **deleting** from Rules 30.1(b), 30.1(m), 30.1(bb) and 39.3 the word “Annual” and in its place **inserting** the word “Biennial”.



- (mm) **deleting** Rules 30.1(d)(i) and (ii) and in their place **inserting** the following new Rules 30.1(d)(i) and (ii):
- (i) *Chairperson;*
 - (ii) *Vice Chairperson;"*
- (nn) **inserting** the following new Rule 30.4:
- "30.4 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 set out in Rule 30 is not strictly complied with provided there is no substantive injustice for any candidates."*
- (oo) **deleting** Rules 32.1 to 32.3 and in their place **inserting** the following new Rule 32.1 and renumbering the remaining provisions accordingly:
- "32.1 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act."*
- (pp) **inserting** the following new Rule 33.3(a) and **renumbering** the remaining provisions accordingly:
- "(a) Delegate any of its powers to directors, members, employees, committees, Sub clubs or any combination thereof."*
- (qq) **inserting** the following new Rule 33.3(h) and **renumbering** the remaining provisions accordingly:
- "(h) issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club."*
- (rr) **inserting** the following new Rule 33.10 and **renumbering** the remaining provisions accordingly:
- "33.10 The Board will have the power to dissolve committees or remove committee members from office."*
- (ss) **inserting** the following new Rule 33.11(f) and **renumbering** the remaining provisions accordingly:
- "(f) dissolve Sub clubs or remove committee members from office of Sub clubs."*
- (tt) **inserting** the following new Rule 33.18 and **renumbering** the remaining provisions accordingly:
- "33.18 All assets in the possession and control of a Sub club (including cash reserves) are owned by the Club."*
- (uu) **deleting** from Rule 34.1 the words "calendar month" and in their place **inserting** the word "Quarter".
- (vv) **inserting** at the end of Rule 34.8 the following:
- "In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution."*
- (ww) **inserting** the following new Rule 39.1(a) and **renumbering** the remaining provisions accordingly:
- "(a) dies;"*
- (xx) **deleting** renumbered Rules 39.1(e) and (f) and in their place **inserting** the following new Rules 39.1(e) and (f):



“(e) is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence.

(f) by notice in writing resigns from office as a director.”

(yy) **inserting** the following new Rules 39.1(l) to (r) inclusive:

(l) “was not eligible to stand for or be elected or appointed to the Board.

(m) ceases to hold the necessary qualifications to 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 Act and this Constitution.

(r) does not hold a Director Identification Number (unless exempted from doing so).”

(zz) **deleting** Rules 39.3 to 39.5 and **renumbering** the remaining provision accordingly.

(aaa) **deleting** Rule 40.8(c) and in its place **inserting** the following new Rule 40.8(c):

“(c) in the case of a Biennial General Meeting to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;”

(bbb) **inserting** the following new Rule 40.19 and **renumbering** the remaining provisions accordingly:

“40.19 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.”

(ccc) deleting the heading before renumbered Rule 40.37 and in its place inserting the following new heading:

“ADJOURNMENT OF AND USE OF TECHNOLOGY FOR GENERAL MEETINGS”

(ddd) **inserting** the following new Rules 40.41 to 40.44 inclusive:

“40.41 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 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.



- 40.42 *The Board may withdraw any resolution which has been propose 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.*
- 40.43 *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.*
- 40.44 *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.”*

(eee) **deleting** from Rule 42.4 the word “December” and in its place inserting the word “March”.

(fff) **deleting** Rules 47.1 to 47.3 inclusive and in their place **inserting** the following new Rules 47.1 to 47.7 inclusive:

“47.1 A notice may be given by the Club to any member either:

- (a) personally; or*
- (b) 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;*
- (c) by displaying the notice on the Club notice board and/or the Club’s website;*
- (d) by sending it by any electronic means; or*
- (e) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

47.2 Where a notice is provided personally in accordance with Rule 47.1(a), the notice is taken to have been given on the day on which it was provided to the member.

47.3 Where a notice is sent by post to a member in accordance with Rule 47.1(b) the notice shall be deemed to have been received by the members:

- (a) In the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
- (b) In any other case, at the time at which the notice would have been delivered in the ordinary course of post.*

47.4 Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

47.5 Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club’s website, the notice is taken to have been given on the day on which it was displayed.

47.6 Where a member is notified is notified of a notice in accordance with Rule 47.1(e), the notice is taken to have been received on the day following that on which the notification was sent.

47.7 If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.”

(ggg) **inserting** the following new Rule 51:



“51 MEETINGS AND VOTING

51.1 *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/or*
- (b) 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.*

51.2 *If there is any inconsistency between Rule 51.1 and any other provision of this Constitution, Rule 51.1 shall prevail to the extent of that inconsistency.”*

(hhh) **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 Special Resolution

1. The 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)** inserts new Rules to clarify that each member is bound by the Constitution, and it operates as a contract between the Club and each member, the Club and each Director and between each member and each other member.
3. Paragraphs **(b)** and **(c)** insert new definitions into the Constitution and amends an existing definition.
4. Paragraphs **(d)** and **(e)** amend existing the objects to remove outdated references.
5. Paragraph **(f)** inserts a new Rule which 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.
6. Paragraph **(g)** re-numbers the Sub-rules of Rule 11 (which had multiple rule “11.1”s at different places).
7. Paragraph **(h)** removes reference to a non-existent Rule.
8. Paragraph **(i)** removes the six week time limit on a person’s application for Provisional membership.
9. Paragraph **(j)** relates to Provisional membership including allowing for the removal of a Provisional member from the Club’s Premises.
10. Paragraph **(k)** relates to changes to Temporary membership to bring the Constitution into line with the RCA.
11. Paragraph **(l)** relate to changes to Temporary membership including allowing for the removal of a Provisional member from the Club’s Premises.
12. Paragraphs **(m)**, **(n)** and **(r)** amend existing provisions relating to applications for membership of the Club to bring the Constitution into line with best practice and the RCA. The RCA no longer requires the Club to record the occupation of an applicant for



membership, or to display the address of an applicant for membership on the Club's noticeboard. The proposed amendments give effect to these changes.

13. Paragraphs **(o)**, **(p)** and **(s)** amend the provisions dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
14. Paragraph **(q)** clarifies that Non Financial members, including members who have failed to renew their membership when required, are not entitled to enjoy the privileges of membership (including voting at general meetings of the Club) until any subscriptions or other amounts due to the Club have been paid or their membership is renewed or recommenced.
15. Paragraph **(t)** clarifies that members must notify the Club of changes to their contact details.
16. Paragraphs **(u)** to **(aa)** inclusive amend existing provisions relating to disciplinary proceedings to bring the Constitution into line with best practice.
17. Paragraph **(u)** clarifies information that is to be included in a notice of disciplinary charge.
18. Paragraph **(v)** removes the requirement that a notice of charge be sent by post and instead allows a notice to be sent in accordance with the Constitution including by email.
19. Paragraph **(w)** makes clear that while a member can call a witness the Board does not have the power to compel any such witness to attend a disciplinary hearing.
20. Paragraph **(x)** clarifies that a member must act in an appropriate manner and that if the member does not the chairperson of the proceeding may want the member and if the member does not comply with the warning, the member can be excluded from the hearing and the charge heard in the members absence.
21. Paragraph **(y)** allows the board or committee hearing a charge to advise the member it needs time to consider the evidence before it. If more time is required the board or committee will write to the member within seven (7) days and advise the member of its determination and, if the member is guilty of the charge, invite them to make a submission on penalty either verbally or in writing.
22. Paragraph **(z)** removes the requirement that the board hold a secret ballot in a disciplinary hearing (the board can still choose to vote by secret ballot if it so chooses).
23. Paragraph **(aa)** clarifies that the Board is allowed to authorise the Secretary of the Club or other persons to attend a disciplinary hearing (although they will not be allowed to vote at the hearing).
24. Paragraph **(bb)** adds a heading to make the constitution easier to read.
25. Paragraph **(cc)** inserts new rules which give the Secretary the power to issue a suspension of membership for a period of up to 3 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.
26. Paragraph **(dd)** makes clear that the Secretary is still able to use their powers under section 77 of the Liquor Act.
27. Paragraph **(ee)**, **(ff)** and **(gg)** amend existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.



28. Paragraph **(hh)** merely amends the Constitution to move a provision dealing with the Biennial election to part of the Constitution that deals with the election of the Board.
29. Paragraph **(ii)** sets out additional grounds upon which a member will be ineligible to be elected to the Board.
30. Paragraph **(jj)** inserts a new rule which requires all directors to have a Director identification Number as required under the Corporations Act.
31. Paragraph **(kk)** amends the Constitution to reflect the Community Gaming Act 2018 (CGA). The CGA deals with games of chance such as trade promotion lotteries, raffles and other games of chance (or partly of skill and partly of chance). The amendment to the Constitution makes clear that a member (including a director) who enters into a gaming activity (as defined in the CGA) in breach of the rules required by the CGA is liable to disciplinary proceedings under the Club's Constitution. it does not affect the playing of approved gaming machines (known as poker machines).
32. Paragraph **(ll)** replaces the word "*Annual*" with the word "*Biennial*" where appropriate.
33. Paragraph **(mm)** amends the Constitution to ensure correct terminology for the Chairperson and Vice Chairperson are used.
34. Paragraph **(nn)** simply clarifies that a failure to strictly follow all the procedures in the Constitution in relation to the election of the Board does not invalidate the election process.
35. Paragraph **(oo)** simplifies the Constitution to make clear directors must do mandatory training as required by law (without referring to specific course numbers which may become outdated).
36. Paragraphs **(pp)** to **(tt)** inclusive amend existing provisions relating to the powers of the Board to bring the Constitution into line with best practice and clarifies that the Board can create and dissolve sub clubs and committees of the Club and issue reasonable directions to members.
37. Paragraph **(uu)** amends an existing provision to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least once every 3 months.
38. Paragraph **(vv)** clarifies that the Board can pass board resolutions by way of email. This is permitted by the Corporations Act.
39. Paragraphs **(ww)** to **(yy)** inclusive amends and inserts new provisions relating to vacancies on the Board to bring the Constitution into line with the Corporations Act, Registered Clubs Act and Registered Clubs Regulation.
40. Paragraph **(zz)** deletes rules that related to the filling of casual vacancies under the triennial rule (which are no longer relevant as the Board is elected Biennially).
41. Paragraph **(aaa)** updates the rules to reflect that the Board is elected biennially.
42. Paragraph **(bbb)** inserts a new Rule 40.19 which sets out the powers of the chairperson of a general meeting in more detail which reflects the general law.
43. Paragraphs **(ccc)** and **(ddd)** insert new Rules 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 and best practice.



44. Paragraph **(eee)** amends the Constitution to correct a reference to an incorrect month as the Club's financial year ends in March.
45. Paragraph **(fff)** amends existing rules regarding the providing of notices to members. The rules have been updated to allow for greater use of electronic notification, eg by email and text messages and use of the Club's website. As part of this update, the default position under the new Constitution will be that members will be notified of meetings by electronic means and if a member has not provided a means for notification, they will be notified by a notice published on the Club's website. A member will still be able to be notified by post by asking the Club for this.
46. Paragraph **(ggg)** adds a new Rule 51 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.
47. Paragraph **(hhh)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

Procedural matters

48. Amendments to the Special Resolution 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 the Special Resolution.
49. To be passed, the 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 at the Annual General Meeting.
50. Under the Club's Constitution only Life members and financial Bowling members are eligible to vote on the Special Resolution.
51. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
52. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.

Dated: 7 July 2025

By direction of the Board

Phillip Bragg
Chief Executive Officer