



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 54th Annual General Meeting of Engadine Bowling & Recreation Club Limited (Club) will be held at the Clubhouse at 61 Cambrai Avenue, Engadine NSW 2233 on **Sunday 27th October 2024 at 10.00am.**

ENGADINE BOWLING & RECREATION CLUB LTD

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NOTICE is hereby given of the 54th Annual General Meeting of the **Engadine Bowling & Recreation Club Ltd** to be held on **Sunday 27th October 2024** commencing at **10:00am** at the premises of the Club, 61 Cambrai Avenue, Engadine, NSW 2233.

AGENDA

The business of the Annual General Meeting shall be as follows

1. Apologies.
2. To receive and confirm the Minutes of the Annual General Meeting of the Club held on 29 October 2023.
3. To receive the Financial Report, Directors Report and Auditor's Report for the year 2023-2024.
4. To declare the results of the ballot for the election of directors.
5. To consider, and if thought fit, approve an Ordinary Resolution conferring benefits on directors.
6. To consider, and if thought fit, pass the two (2) Special Resolutions set out below.
7. Any other business that may be brought forward in accordance with the Club's Constitution, notice of which has been given.

Members Please Note: Consistent with Part 2M.3 of the *Corporations Act 2001* and the Club's Constitution the annual financial report, the director's report and the auditor's report are available for inspection on the Club's website at: www.engadinebowling.com.au/financial-reports.

Should there be any matters related to the Financial Reports upon which you require further information, your written request addressed to the General Manager should be received at least 7 days before the Annual General Meeting.

ORDINARY RESOLUTION.

"That pursuant to section 10(6A) of the *Registered Clubs' Act 1976*, the Members hereby approve and agree to confer on those Members elected to the Board of Directors, for the period preceding the 2025 Annual General Meeting, the benefits as outlined in Part A 1 and 2 and Part B 1 to 4 as follows:

PART A

- 1) A designated car parking space for each Director; and
- 2) The expenditure by the Club in a sum not exceeding \$7,500 for:
 - i) A reasonable meal and refreshments associated with each Board Meeting.
 - ii) The provision of blazers and associated apparel for the use of Club Directors when representing the Club.
 - iii) The right for Directors to incur reasonable expenses in travelling to and from Directors' meetings or to other constituted Committee meetings as approved by the Board from time to time or on the production of invoices, receipts, or other documentary evidence of any such expenditure.

PART B

The expenditure by the Club in a sum not exceeding \$15,000 for:

- 1) The reasonable costs involved in Directors attending the ClubsNSW Annual General Meeting and Conference and other relevant Industry conferences.
- 2) The right of Directors spouses/partners (who are also Members) to incur reasonable expenses to attend mixed functions, when required, on behalf of the Club.
- 3) The reasonable costs involved in Directors attending seminars, lectures and trade displays and any similar event as may be determined by the Board to be in the best interests of the Club.
- 4) The reasonable costs involved in Directors attending other Registered Clubs for the purpose of viewing and assessing their facilities and methods of operating, provided such attendances are approved by the Board as being necessary in the best interests and the future betterment of the Club.

The Members acknowledge that the benefits conferred by this Ordinary Resolution are not available to Members generally but only to those Members elected to the Board of Directors.

Explanatory Message to Members regarding the Ordinary Resolution

Section 10(1)(i) of the *Registered Clubs Act 1976* prohibits the Club from offering a benefit to any Member unless it is offered equally to all Members of the Club. Section 10(6A) of the *Registered Clubs Act 1976* allows a Member to receive a benefit if the benefit is not in the form of money and is approved by an ordinary resolution passed by a general meeting of the Members of the Club prior to the benefit being provided.

The Ordinary Resolution has two parts, Part A and Part B. Part A seeks the approval of members for car spaces for each director to be allocated and expenditure by the Club of a sum not exceeding \$7,500 for:

- 1) A reasonable meal and refreshments associated with each Board Meeting
- 2) The provision of blazers and associated apparel for the use of Club Directors when representing the Club.
- 3) The right for Directors to incur reasonable expenses in travelling to and from Directors' meetings or to other constituted Committee meetings as approved by the Board from time to time or on the production of invoices, receipts or other documentary evidence of any such expenditure.

Part B seeks the approval of members for expenditure by the Club of a sum not exceeding \$15,000 for:

- 1) The reasonable costs involved in Directors attending the ClubsNSW Annual General Meeting and Conference and other relevant Industry conferences.
 - 2) The right of Directors spouse/partners (who are also members of the Club) to incur reasonable expenses to attend mixed functions, when required, on behalf of the Club.
 - 3) The reasonable costs involved in Directors attending seminars, lectures and trade displays and any similar event as may be determined by the Board to be in the best interests of the Club.
 - 4) The reasonable costs involved in Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operating, provided such attendances are approved by the Board as being necessary in the interests and the future betterment of the Club.
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Procedural Notes to Members for the Ordinary Resolution

1. All Life Members and financial Full Playing Members, and financial Social Members (except employees of the Club and Junior Sporting Members) are entitled to vote on the Ordinary Resolution.
2. To be passed, the Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those Members who being eligible to do so, vote in person at the meeting.

3. Amendments to the Ordinary 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 the Ordinary Resolution.
 4. Members should read the proposed Ordinary Resolution and the Explanatory Message to Members which explains the nature and effect of the resolution.
 5. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 6. Please direct any questions or concerns about the Ordinary Resolutions to the General Manager of the Club, if possible before the meeting.
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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 Engadine Bowling & Recreation Club Ltd be amended by:

- (a) **inserting** the following new Rules 2.4 and 2.5 and **renumbering** the remaining provision accordingly:

"2.4 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.

2.5 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(h), (i), (m), (o) and (q) **renumbering** the remaining provisions accordingly:

"(h) "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.

(i) "Financial member" means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

(m) "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 minimisation.

(o) "Non financial member" means a member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

(q) "Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December."

- (c) **deleting** Rule 3.2 and renumbering the remaining provision accordingly.

- (d) **deleting** Rule 4.1(a) and renumbering the remaining provisions accordingly.

- (e) **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 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."

- (f) **deleting** Rule 11.1 and in its place **inserting** the word “*Deleted.*”
- (g) **deleting** Rule 11.6(b) and in its place **inserting** the following new Rule 11.6(b):
“(b) *wish to make application for membership of a Bowling Sub club of the Club;*”
- (h) **deleting** Rule 11.7(b) and in its place **inserting** the following new Rule 11.7(b):
“(b) *participate in Club Bowls Championships, Tournament and Regional and State Events;*”
- (i) **deleting** from Rule 11.15 the words “*a Full Playing member*” and in their place **inserting** the words “*an Ordinary member*”
- (j) **deleting** Rule 11.24 and in its place **inserting** the following new Rule 11.24:
“11.24 *No more than one (1) member shall be made a Life member of the Club in any one (1) financial year unless otherwise determined by the Board.*”
- (k) **deleting** from Rule 13.2 the words “*within six (6) weeks from the date of the nomination from being given to the Secretary or should that person’s application for membership be refused (whichever is the sooner).*”
- (l) **inserting** the following new Rule 15.3 and **renumbering** the remaining provisions accordingly:
“15.3 *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 Rule 19.1(c) on the first day that they enter the Club’s premises during that period.*”
- (m) **deleting** Rule 16.4(d) and in its place **inserting** the following new Rule 16.4(d):
“(d) *the telephone number of the applicant*”
- (n) **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, and other payments (excluding levies) payable by members of the Club.*”
- (o) **inserting** the following new Rule 17.3 and **renumbering** the remaining provisions accordingly:
“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.*”
- (p) **deleting** the first line 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*”.
- (q) **deleting** Rule 19.1(a)(ii) and **renumbering** the remaining provisions accordingly.
- (r) **deleting** renumbered Rule 19.1(a)(iv) and in its place **inserting** the following new Rule 19.1(a)(iv):
“(iv) *for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (excluding Life members).*”
- (s) **inserting** new Rule 21.2(a)(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.*”
- (t) **deleting** Rule 21.2(b) and in its place **inserting** the following new Rule 21.2(b):
“(b) *The member charged shall be notified of the matters in paragraph (a) of this Rule 21.2 by notice in writing at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.*”

(u) **inserting** the following new 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 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.”*

(v) **inserting** new Rules 21.2(d) and (e) and **renumbering** the remaining provisions accordingly:

“(d) 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.

(e) If the member charged does not comply with the warning given in accordance with paragraph (d) 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.”

(w) **deleting** renumbered Rules 21.2(h) (i) and (j) and in their 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.”

(x) **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.”

(y) **deleting** Rules 21.3 to 21.7 inclusive and in their place **inserting** the following new Rules 21.3 to 21.7:

“21.3 The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 21.2 is not strictly complied with provided that there was no substantive injustice for the member charged.

PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

21.4 *If a notice of charge is issued to a member pursuant to Rule 21.2(a):*

- (a) *the Board by resolution; or*
- (b) *the Secretary (independently of the Board)*

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

21.5 *If, in the opinion of the Secretary (or his or her delegate), a Social 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.*

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

21.7 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 21.5, 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.*

21.8 *If a member submits a request under Rule 21.7(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);*

21.9 *This Rule 21 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.”*

(z) **deleting** Rule 24.1(c) and in its place **inserting** the following new Rule 24.1(c):

“(c) *whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act and any other applicable law;”*

(aa) **inserting** into Rule 24.1(g) the word “by-law” after the words “club licence,”.

(bb) **deleting** Rules 28.1 and 28.2 and in their place **inserting** the following new Rules 28.1 and 28.2:

“28.1 *Subject to Rule 28.2, the business and affairs of the Club and the custody and control of its funds and property will be managed by a Board of eight (8) Directors comprising a Chairperson, Deputy Chairperson and six (6) other directors.*

28.2 *For the purposes of the election of the Board prior to the Annual General Meeting to be held in 2025 and thereafter, the business and affairs of the Club and the custody and control of its funds and property*

will be managed by a Board of up to nine (9) directors, comprising of a Chairperson, a Deputy Chairperson, five (5) elected directors, and up to two (2) additional Directors appointed to the Board pursuant to Rule 31.

- (cc) **inserting** new Rules 28.6(f) and (g) and **renumbering** the remaining provisions accordingly:
- “(f) is disqualified 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.”*
- (dd) **inserting** new Rules 28.6(j) to (n) inclusive and **renumbering** the remaining provision accordingly:
- “(j) 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.*
 - “(k) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991).*
 - “(l) is a current contractor of the Club, or a director, secretary, employee or business owner of a contractor.*
 - “(m) 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.*
 - “(n) is a director of another registered club.”*
- (ee) **inserting** the following new Rule 28.7:
- “28.7 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.”*
- (ff) **deleting** Rule 30.1(c) and in its place **inserting** the following new Rules 30.1(c) to (e) inclusive and **renumbering** the remaining provisions accordingly:
- “(c) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form. The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.*
 - “(d) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.*
 - “(e) A nomination can be withdrawn:*
 - “(i) by the nominee at any time prior to the commencement of voting; and*
 - “(ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.”*
- (gg) **deleting** renumbered Rule 30.1(g)(i) and (ii) and in their place **inserting** the following new Rules 30.1(g)(i) and (ii):
- “(i) If the number of candidates duly nominated for the Board does not exceed the number required to be elected, the candidates or candidate nominated shall be declared elected only if each candidate is approved by a majority of Members present and entitled to vote at the Annual General meeting.*
 - “(ii) If no or insufficient nominations are received for the available Board positions or if the candidate or candidates are not approved by a majority of members pursuant to Rule 30.1(g)(i), the candidate or candidates, if any, that are nominated and approved pursuant to Rule 30.1(g)(i) shall be declared elected at the Annual General Meeting and the unfilled positions shall be casual vacancies for the purposes of Rule 39.4.”*
- (hh) **inserting** the following new Rule 30.5:

“30.5 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.”

(ii) **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.”

(jj) **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.”

(kk) **inserting** the following new Rule 33.10 and **renumbering** the remaining provisions accordingly:

“33.10 The Board shall have the power to dissolve committees or remove committee members from office.”

(ll) **deleting** renumbered Rule 33.11(f) and in its place **inserting** the following new Rule 33.11(f):

“(f) dissolve Sub Clubs or remove committee members from office of sub clubs.”

(mm) **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.”

(nn) **deleting** from Rule 34.1 the words “calendar month” and in their place **inserting** the word “Quarter”.

(oo) **inserting** at the beginning of Rule 35(b) the words “Notwithstanding anything contained in the Act,”.

(pp) **inserting** the following new Rule 39.1(a) and **renumbering** the remaining provisions accordingly:

“(a) dies;”

(qq) **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.”

(rr) **inserting** into renumbered Rule 39.1(h) the words “or a Financial member” after the word “member”.

(ss) **inserting** the following new Rules 39.1(l) to (n) inclusive:

“(l) is convicted of an indictable offence (unless no conviction is recorded).

(m) is removed from office as a director in accordance with the Act and this Constitution.

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

(tt) **inserting** the following new Rules 40.19 and 40.20 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.

40.20 *Despite any Rule in this Constitution to the contrary, the board may elect any person (whether or not that person is a member of the Club) to chair all or part of a general meeting of the Club.*"

(uu) **deleting** from renumbered Rule 40.34 the word and figure "thirty (30)" and in their place **inserting** the following word and figure "twenty (20)".

(vv) **inserting** the following new Rules 40.42 to 40.45 inclusive and **renumbering** the remaining provisions accordingly:

"40.42 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 things 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.

40.43 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."

(ww) **deleting** Rule 42.1 and in its place **inserting** the following new Rule 42.1:

"42.1 The Board shall:

- (a) *cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;*
- (b) *prepare, on a quarterly basis, financial statements that incorporate:*
 - (i) *the Club's profit and loss accounts and trading accounts for the quarter; and*
 - (ii) *a balance sheet as at the end of the quarter.*
- (c) *cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.*
- (d) *make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.*
- (e) *indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.*
- (f) *provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member."*

(xx) **deleting** Rules 47.1 to 47.5 inclusive and in their place **inserting** the following new Rules 47.1 to 41.7 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 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."*
- (yy) **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."*
- (zz) **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)** 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)** inserts new definitions used in the Constitution.
4. Paragraph **(d)** deletes a historical object in relation to the Club taking over the unincorporated club that existed prior to the time of the Club's incorporation.
5. Paragraph **(e)** 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 **(f)** deletes an unnecessary provision regarding the minimum number of ordinary members.
7. Paragraphs **(g)** and **(h)** delete references to the separation between the Men's and Women's Sub clubs.
8. Paragraph **(i)** removes the restriction that only a Full Playing member can be considered for Life membership of the Club and in its place allows an Ordinary member of the Club (which includes Social members) to be considered for Life membership. The amendment does not make any other change to the criteria for Life membership.
9. Paragraph **(j)** allows the Board to determine whether or not to allow more than one (1) member to be potentially granted Life membership in a single financial year. Any granting of Life membership is still a matter for the members in a general meeting of the Club.
10. Paragraph **(k)** removes the six week time limit on a person's application for Provisional membership.
11. Paragraph **(l)** relates to changes to Temporary membership to bring the Constitution into line with the RCA.
12. Paragraphs **(m)** and **(q)** amends an existing provision relating to applications for membership of the Club to bring the Constitution into line with best practice and the RCA.
13. Paragraphs **(n)** and **(o)** 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 **(p)** clarifies that Non Financial members 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.
15. Paragraph **(r)** amends an existing provision relating to applications for membership of the Club to bring the Constitution into line with best practice and the RCA.
16. Paragraphs **(s) to (y)** amend existing provisions relating to disciplinary proceedings to bring the Constitution into line with best practice. It also inserts Rules 21.5 to 21.9 which give the Secretary the power to issue a suspension to a Social member for a period of up to 12 months if the Secretary is of the view that Social member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club. However, the Social 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. This additional power of the Secretary does not apply to Full Playing members.
17. Paragraphs **(z)** and **(aa)** amend existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
18. Paragraph **(bb)** amends the Rules to reduce the number of elected directors from eight (8) to seven (7) directors in 2025. The Regulations under the RCA provide a deemed rule which allows boards of registered clubs the power to appoint up to two directors for terms not exceeding 3 years provided that this does not cause the number of directors to exceed nine (9). The new Rules clarifies that the Board currently comprises up to eight (8) directors including a Chairperson, Deputy Chairperson and six (6) other directors and that from the AGM in 2025 the Board will comprise of up to nine (9) directors comprising of a Chairperson, a Deputy Chairperson, five (5) elected directors, and up to two (2) additional Directors appointed to the Board.
19. Paragraphs **(cc)** and **(dd)** extend the circumstances whereby a member will not be eligible to nominate for or be elected to the Board. For example, the new rules provide that if a member has at any time been convicted of an indictable offence that member will not be eligible to nominate for or be appointed to the Board. The new rules also restrict a contractor (including an employee or owner of a contracting company) from being elected or appointed to the Board. This covers current contractors and individuals who were a contractor immediately preceding the date of election or appointment to the Board. The rule also restricts directors of other registered clubs from becoming a director of the Club.
20. Paragraph **(ee)** inserts a new Rule which provides 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).
21. Paragraph **(ff)** clarifies that it is the responsibility of every nominee for election to the Board to ensure that their nomination is correct and that the Club may withdraw that nominee's nomination if that person is ineligible or failed to be correctly nominated for the Board.

22. Paragraph **(gg)** provides that if the number of candidates for the Board are less than or equal to the number of positions on the Board then those nominees need to be approved by the members present at the annual general meeting and any unfilled positions will be casual vacancies.
23. Previously, in that circumstance those nominees would simply be declared elected (as there would be no other candidates to require an election). Furthermore, members could then nominate from the floor of the meeting for any unfilled positions.
24. Under the new rules, if there is insufficient candidates (or the members do not approve one or more of the nominees) then the unfilled positions will be casual vacancies to be filled by the Board.
25. Paragraph **(hh)** adds a new rule which provides that the election of the Board shall not be invalidated or voided if the procedure in Rule 30 is not strictly complied with, provided there is no substantive injustice for any candidates.
26. Paragraphs **(ii) to (mm)** insert new rules clarifying the powers of the Board to bring the Constitution into line with best practice.
27. Paragraph **(nn)** amends the existing rules 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 replace it with a requirement to meet at least once every 3 months.
28. Paragraph **(oo)** requires a director who has a material personal interest in a matter to not vote or be present while that matter is being discussed at a meeting of the Board regardless of potential exemptions provided in the Corporations Act.
29. Paragraphs **(pp) to (ss)** insert new grounds upon which a casual vacancy on the Board will arise.
30. Paragraph **(tt)** inserts new rules which set out the powers of the chairperson of a general meeting in more detail which reflects the general law and clarifies that the chairperson is responsible for the general conduct of general meetings to bring the Constitution into line with best practice and the common law.
31. Paragraph **(uu)** reduces the minimum number of members for a quorum at a general meeting of the Club called by the Board (including an annual general meeting) from thirty (30) to twenty (20) members.
32. Paragraph **(vv)** inserts new Rules relating to general meetings (including an annual general meetings) including giving the Board the power to cancel or postpone a meeting (except one called at the request of members).
33. Paragraph **(ww)** provides that the Board must report to members quarterly as set out in the Regulations of the RCA.
34. Paragraph **(xx)** amend existing provisions regarding how notice is given to members and when that notice is effective. The new rules also allow the Club to give notice by displaying a notice on the Club's website and/or Club Notice Board.
35. Paragraph **(yy)** inserts a new Rule which reflects recent changes to the RCA including allowing the Club to send a notice of a general meeting and documents relating to a meeting electronically.
36. Paragraph **(zz)** permits any necessary amendments to be made to address any anomaly in rule numbering and cross referencing throughout the Constitution.
37. The Board of the Club recommends that members vote in favour of the Second Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.

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 Engadine Bowling & Recreation Club Ltd be amended by:

- (a) **inserting** the following new Rule 11.9(c) and **renumbering** the remaining provisions accordingly:

“(c) *subject to Rule 28, nominate for and be elected to hold office on the Board.*”

- (b) **deleting** Rule 28.3 and in its place **inserting** the following new Rules 28.3 and 28.4 and **renumbering** the remaining provisions accordingly
- 28.3 *Subject to Rules 31 and this Rule 28, the following members shall be entitled to stand for and be elected to the Board:*
- (a) *Life members; and*
 - (b) *financial Full Playing Members with three (3) years continuous membership as Full Playing Members of the Club;*
 - (c) *financial Social members with three (3) years continuous membership of the Club.*
- 28.4 *For the purposes of the election of the Board at the Annual General Meeting to be held in 2025 and subject to the requirements of this Rule 28:*
- (a) *no more than one Social member may be elected to the Board in any election conducted in accordance with the triennial rule set out in Rule 29; provided that:*
 - (i) *at all times there are at least five (5) Life or Full Playing members holding office on the Board; and*
 - (ii) *not more than two (2) Social members can hold office on the Board at any one time.”*
- (c) **deleting** Rules 31.1 and 31.2 and in their place **inserting** the following new Rules 31.1 and 31.2:
- “31.1 *In accordance with section 30(1)(b1) of the Registered Clubs Act and subject to the remainder of this Rule 31, the Board may appoint up to two (2) directors to the Board in addition to the directors elected by members referred to in Rule 28.2 (**Appointed Directors**). The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Appointed Directors.*
- 31.2 *The following shall apply in relation to Appointed Directors:*
- (a) *an 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; and*
 - (b) *the Board cannot appoint an Appointed Director:*
 - (i) *if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors; or*
 - (ii) *who is a Social member, if the appointment would result in more than two (2) Social members holding office on the Board.”*
- (d) **inserting** into renumbered Rule 39.4 the words “and Rule 39.5” after the words “Rule 28”.
- (e) **inserting** the following new Rule 39.5 as follows:
- “39.5 *If there are two Social members currently in office, the Board may only appoint either a Life member or a Full Playing member to fill the casual vacancy and the Board cannot appoint a Social member to fill the casual vacancy.”*
- (f) **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.
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Notes to Members on the Second Special Resolution

1. The Second Special Resolution will allow a maximum of up to two (2) Social members to become directors of the Club.

2. The Board recognises that a number of Social members have expressed interest in seeking to contribute to the strategic direction and management of the Club. Accordingly, the Board are of the view that up to two (2) Social members should be allowed to be elected or appointed to the Board.
 3. Similar to current restrictions for Full Playing members, a Social member will need to have been a member of the Club for at least three (3) continuous years before being eligible to be a director of the Club.
 4. As the Board is elected triennially the Second Special Resolution also provides that no more than one (1) Social member may be elected each election under the triennial rule.
 5. Additionally, the Second Special Resolution amends the rules to provide that the limit of no more than two (2) Social members includes Board Appointed Directors and in the circumstances of a casual vacancy. That is, if there are already two (2) Social members on the Board then the Board would not be able to appoint another Social member either by way of the Board Appointed Director provisions or a casual vacancy.
 6. The Board of the Club recommends that members vote in favour of the Second Special Resolution as it will allow Social members to make a greater contribution to the future of the Club.
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Procedural Notes for Special Resolutions

1. Amendments to 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 the Special Resolutions.
 2. To be passed, a 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.
 3. Under the Club's Constitution only Life members and financial Full Playing members are eligible to vote on a Special Resolution.
 4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 5. Please direct any questions or concerns about the Special Resolutions to the General Manager of the Club, if possible before the meeting.
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Dated: 4th October 2024

By direction of the Board



Chris Roberts
General Manager

Engadine
Bowling Club

