

2020/2021

Notice of AGM

Merrylands Bowling Sporting and Recreation Club Limited



CLUB MERRYLANDS BOWLING



CLUB MERRYLANDS
bowling group

73rd ANNUAL GENERAL MEETING OF MERRYLANDS BOWLING, SPORTING

A.C.N. 00 078 679 | A.B.N. 87 382 047 456

OFFICE BEARERS

Acting Deputy Chair: Mr A. Byrnes

DIRECTORS

Mr G. Couchman, Mr G. Lewis, Mrs R. Smith, Mr K. Bullivant, Mr P. Bungate

CHIEF EXECUTIVE OFFICER

Mr Neil W Watts

Patron: Clr Dr J Brodie

Auditors: Thomas GLC

MEMBERSHIP CARDS MUST ALWAYS BE SHOWN

AT RECEPTION WHEN ENTERING THE CLUB

ALL APOLOGIES FOR THE A.G.M. TO BE RECORDED AT THE MEETING REGISTRATION TABLE

NOTICE IS HEREBY GIVEN that the Seventy-Third Annual General Meeting of the Merrylands Bowling, Sporting & Recreation Club Limited will be held in the Clubhouse, Oxford Street, Merrylands, on Sunday 29th August, 2021 at 10.00am.

BUSINESS

1. To confirm the Minutes of the Seventy- Second Annual General Meeting held on Sunday 30th August 2020.
2. To receive and consider the Board Reports.
3. To receive and consider the Balance Sheet, Profit and Loss Account and the Report of the Auditor.
4. To consider and if thought fit, pass (3) three Ordinary Resolutions, all of which are recommended by the Board
5. To consider and if thought fit, pass the Special Resolution, recommended by the Board.
6. To appoint the Auditor for the ensuing year.
7. To appoint a Club Patron for the upcoming year.
8. General Business of which due notice has been given (35) days in writing.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- a. The Members hereby approve expenditure by the club in a sum not exceeding \$57,000 as honorarium payment to the Chairperson, Deputy Chairperson, and Directors, in respect of their services as members of the Board of Directors until the next Annual General Meeting of the Club.

SECOND ORDINARY RESOLUTION

- a. The Members hereby approve expenditure by the club in a sum not exceeding \$ 60,000 until the next Annual General Meeting of the Club to include the following expenses and Honoraria subject to approval by the Board of Directors:
 - i. Reasonable expenses incurred by Directors in travelling by their private or public transport, to and from Directors meetings or other duly constituted Committee meetings, either within the Club premises or elsewhere – as approved by the Board of Directors, on production of invoices, receipts or other proper documentary evidence of such expenditure.
 - ii. The cost of meal and beverage for each Director at a reasonable time before or after a Board of Directors or Committee Meeting on the day of that Meeting.
 - iii. Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such duties including entertainment of special guests of the Club and other

promotional activities – approved by the Board of Directors as properly incurred in the course of that Directors duties, on production of invoices, receipts or other documentary evidence of such expenditure.

- iv. That the bar in the Club Boardroom be available for Directors to entertain guests of the Club in the Boardroom and that all drinks and refreshments in the Boardroom are at a reasonable expense to the Club.

b.

- i. Reasonable payment of a sum of money (Honorarium) to the President, Vice Presidents, Secretary, Treasurer, Committee persons, Selectors and Umpires of the Merrylands Women’s Bowling Club, in respect of their services as a members of the Committees of that Club.
- ii. Reasonable payment of a sum of money (Honorarium) to the President, Vice President, Committeemen, Selectors of the Merrylands Men’s Bowling Club, in respect of their services as a member of the Committees of that Club.

c.

- i. Reasonable payment of a sum of money to the Bowls Secretary and Umpires of the Merrylands Men’s Bowling Club in respect of their services as a member of the Committee of that Club.
- ii. Reasonable expenses incurred by Members of the Committee of the Merrylands Men’s & Women’s Bowling Club in the course of carrying out their duties – approved by the Board of Directors, as properly incurred in the course of that Members duties, on production of invoices, receipts or other documentary evidence of such expenditure.

d.

- i. Expenses involved in the conduct of a Presentation Dinner held annually for the benefit of Ordinary Members (Bowling).
- ii. Expenses involved in the conduct of the Annual Men’s and Women’s Bowling Clubs Committees Dinners.

e.

Expenses involved in acknowledging the services of Members deemed by Directors as being of benefit to the Club. The Members acknowledge that the benefits in paragraph (a),(b),(c),(d)and (e) above are not available to members generally, but only for those who

are Directors of the Club and those Members directly involved in the above activities.

THIRD ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- a. The members approve expenditure by the Club in a sum not exceeding \$80,000 for the professional development and education of Directors and Officers over the following twelve months, not limiting but including the following:
 - i. The reasonable cost of Directors, Officers and their partners attending at the Registered Clubs Association Annual General Meeting, Industry related Conferences and Trade Exhibitions.
 - ii. The reasonable cost of Directors and / or Officers attending meetings of other Associations of which the Club is a member or if deemed necessary or useful.
 - iii. The reasonable cost of Directors and / or Officers and their partners attending seminars, lectures, trade displays, organised study tours and fact-finding programmes and other similar events as approved by the board of Directors as necessary for the betterment of the Club.
 - iv. Attendance at functions with partners where appropriate and required to represent the Club an authorised by the Board of Directors to do so.

SPECIAL RESOLUTION

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

That the Constitution of Merrylands Bowling Sporting & Recreation Club Limited be amended by:

- a. **inserting** the following new definitions into Article 1 in alphabetical order;

“**Board Appointed Director**” means a person appointed to the Board pursuant to Article 26B, the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Article 37 of this Constitution.

“**Code**” means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.

“**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.

“**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.”

- b.** **deleting** the definition of “Law” from Article 1 and **inserting** the following new definition in alphabetical order:

“Act” means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision appears.”

- c.** **inserting** the following new Article 6(e):

“The Chief Executive Officer or the senior employee then on duty may 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 Article, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.”

- d.** **deleting** in their entirety Rules 5A and 5B.
- e.** **inserting** into Article 12(a) after the words “the full name address,” the words “, email address”.
- f.** **deleting** from Article 12(b) the words “, if required under By law”.
- g.** **deleting** Articles 13 and 14 and inserting the following new Articles 13 and 14:

“13 The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Chief Executive Officer shall cause any joining fee and subscription paid by the person to be returned to that person.

14 A person who submits a completed membership application to an authorised officer of the Club and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for, may become a Provisional member.”

- h.** **deleting** Article 15 and inserting the following new Article 15:
 - a.** A member may at any time resign from his or her membership of the Club by either:
 - i.** giving notice in writing to the

- ii.** Secretary; or returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

- b.** A resignation pursuant to Article 15(a) shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- c.** Any member who has resigned pursuant to Article 15(a) shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of their resignation and for any sum not exceeding ten cents [\$0.10] as a Member of the Club under Clause 4 of the Memorandum of Association of the Club.”

- i.** **deleting** Article 16 and **inserting** the following new Article 16:

“16 Subject to Article 16(c), the Board shall have power to reprimand, fine, suspend, 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:
 - A.** any charge against the member pursuant to Article 16; and
 - B.** the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
 - C.** the date, time and place of the meeting of the Board at which the charge is to be heard.

- ii.** The member charged shall be notified of the matters in paragraph (i) of this Article 16(c) by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- iii.** The member charged shall be entitled to:

- A. attend the meeting for the purpose of answering the charge; and
 - B. submit to the meeting written representations for the purpose of answering the charge;
 - C. 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 (and in particular and without limitation, the member must not act in an offensive or disruptive manner).
 - iv. 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
 - v. If the member charged does not comply with the warning given in accordance with paragraph (iv) of this Article, 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.
 - vi. If the member fails to attend such meeting:
 - A. the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - B. the Board may impose any penalties, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
 - vii. After the Board has considered the evidence put before it, the Board may:
 - A. immediately come to a decision as to the member's guilt in relation to the charge; or
 - B. advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- viii. After the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - A. in the case of a decision under Article 16(c)(vii)(A) of this Article, immediately inform the member of the Board's decision; or
 - B. in the case of a decision under Article 16(c)(vii)(B), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- ix. 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:
 - A. at the meeting or afterwards; and
 - B. by way of verbal or written submissions or a combination thereof.
- x. After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- xi. No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a quorum of the directors present in person vote in favour of such motion.
- xii. The Board shall have the power to adjourn, for such period as it considers fit, a meeting called pursuant to this Article 16(c).
- xiii. Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- xiv. The Board may authorise the Chief Executive Officer 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.
- xv. The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Article 16(c) is not strictly complied with provided that there was no substantive injustice for the member charged."
 - j. **deleting** from Article 17 the words "within seven (7) days of the suspension being imposed" and **inserting** the words "at the next monthly meeting of the Board".
 - k. **inserting** the following new sub-heading and Articles 17A to 17E inclusive:

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

17A In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Article 17E, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- a. who is then intoxicated, violent, quarrelsome, or disorderly; or
- b. who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- c. whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- d. who hawks, peddles, or sells any goods on the premises of the Club;
- e. who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- f. 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.
- g. whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.

17B If pursuant to Article 17A a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or (subject to Article 17E) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

17C Without limiting Article 17B, if a person has been refused admission to or turned out of the Club in accordance with Article 17A(a), the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.

17D Without limiting Article 17B, if a person has been refused admission to or turned out of the Club in accordance with Article 17A(a), the person must not:

- a. remain in the vicinity of the Club; or
- b. re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

17E Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution

are entitled to exercise the powers set out in Article 17A shall be:

- a. in the absence of the Chief Executive Officer from the premises of the Club the senior employee then on duty; or
- b. any employee authorised by the Chief Executive Officer to exercise such power.

i. **inserting** the following new Article 17F: “Any Full member whose membership is suspended pursuant to Article 16 or 17 shall during the period of such suspension not be entitled to:

- a. attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- b. participate in any of the recreational, social, or sporting activities of the Club or any Sub club without the permission of the Board;
- c. attend or vote at any meeting of the Club or any Sub club;
- d. nominate or be elected or appointed to the Board or any committee of a Sub club;
- e. vote in the election of the Board or any committee of a Sub club;
- f. propose, second or nominate any eligible member for any office of the Club or any Sub club;
- g. propose, second or nominate any eligible member for Life membership.”
- m. **deleting** the sub-heading and Article 19 and inserting the following new sub-heading and Article 19:

“NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS

Every member must advise the Chief Executive Officer of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.”

- n. **deleting** from Article 25 the words “A person nominated for ordinary membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.”

- o. **inserting** the following Article 25A:

“Notwithstanding Article 25 or any other Article in this Constitution, the Club may determine from time to time to reduce by an amount equal to fifty percent (50%) of the annual subscription rate payable for any class of membership for members who have been Financial members for a period of at least twenty-five (25) years.”

- p. inserting the following new sub-heading and Article 25B:

“25B LIQUOR & GAMING

- a. Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Article 25B does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- b. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- c. A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- d. The Chief Executive Officer or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- e. Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- f. Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.”
- q. **inserting** the following new Article 26B:
 - a. The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Article 26A. The following provisions shall apply in respect of Board Appointed Directors:
 - i. The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.
 - ii. A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.
 - iii. The Board cannot appoint a Board Appointed Director if such an

appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.”

- r. **deleting** Rule 29(b) and inserting the following new Rule 29(b):

“No person is qualified to be a Director unless that person has held membership of the Club for a continuous period of three (3) years immediately prior to nomination provided that this restriction shall not apply to any current members of the Board serving their current term of office as at the date of the adoption of this Special Resolution.”

- s. **inserting** the following new Article 30A:

“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.”

- t. **inserting** the following new Article 35(cA):

“(cA) 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. An eligible member may be nominated for more than one office.”

- u. **deleting** Article 35(d) and **inserting** the following new Article 35(d):

“In the event of an election by ballot being required, the election of the Board shall be determined on the “first past the post” system and shall be conducted either;

- i. by a ballot conducted at the premises of the Club at such days and times to be determined by the Board prior to the Biennial General Meeting; or
- ii. in accordance with a Board approved voting method (which may include the use of electronic voting). Should the Board approve of another voting method, at least five (5) days before the commencement of voting the Chief Executive Officer shall display a notice on the Club’s website and on the Club noticeboard which confirms;

- 1. the approved methods of voting; and
- 2. the procedures to be followed for voting;
- 3. the dates and times when eligible members can vote;
- 4. any other details which may be required for voting.”

- v. **inserting** the following new Article 35(h):

“The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Article 35 is not

strictly complied with provided there is no substantive injustice for any candidates.”

- w.** **deleting** Article 35(g).
- x.** **inserting** the following new Articles 36(d) to 36(o) inclusive:
 - d.** dies;
 - e.** is disqualified for any reason referred to in Section 206B of the Act;
 - f.** becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act;
 - g.** ceases to be a member of the Club;
 - h.** becomes an employee of the Club;
 - i.** fails to complete the mandatory training requirements for directors referred to in Article 30A within the prescribed period (unless exempted);
 - j.** was not eligible to stand for or be elected or appointed to the Board;
 - k.** ceases to hold the necessary qualifications to be elected or appointed to the Board;
 - l.** is convicted of an indictable offence (unless no conviction is recorded);
 - m.** is not a Financial member of the Club;
 - n.** becomes a contractor to the Club or an employee of a contractor to the Club as referred to in Article 31 (b) above;
 - o.** is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.”

- y.** **inserting** the following words at the end of Article 40(a):

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

- z.** **inserting** the following new Article 40(q):

“To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.”

- aa.** **inserting** the following new Article 47(d):

“In addition to Article 47(a), 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.”

- bb.** **inserting** the following Article 47A:

“A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.”

- cc.** **deleting** Article 49 and **inserting** the following new Articles 49 to 49A inclusive:

49. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- a.** Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:
 - i.** declare the nature of the interest at a meeting of the Board; and
 - ii.** comply with Article 49(b).
- b.** 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.

49A. REGISTERED CLUBS ACCOUNTABILITY CODE

- a.** The Club must comply with the requirements of the Code (as amended from time to time) and the provisions of this Article 49A.
- b.** For the purposes of this Article 49A, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

Contracts with Top Executives

- 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 Registered Clubs Act and Article 49, 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 Article 49A(e) does not include any interest exempted by the Registered Clubs Act.

Contracts with Secretary and Managers

- g. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
 - i. the Secretary or a manager; or
 - ii. any close relative of the Secretary or a manager;
 - iii. any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

Loans to Directors and Employees

- h. The Club must not:
 - i. lend money to a director of the Club; and
 - ii. unless otherwise permitted by the Registered Clubs 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 Article 49A.

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."

dd. **deleting** from Article 56 the words "Fifty (50)" and **inserting** the words "Thirty (30)".

ee. **inserting** the following new Article 60A:

"60A 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."

ff. **inserting** the following new Articles 67A to 67D inclusive:

67A The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Article will not operate in relation to a meeting called pursuant to a request or requisition of members.

67B 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.

67C 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.

67D 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."

gg. **deleting** the words, "regulation 47H of" from Article from Article 70.

hh. **deleting** Article 77 and **inserting** the following new Articles 77 to 77D inclusive:

"77 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 sending it by any electronic means;
- d. by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or
- e. by any other method permitted by the Corporations Act.

77A Where a notice is sent by post to a member in accordance with Article 77, 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.

77B 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.

77C Where a member is notified of a notice in accordance with Article 77(d), the notice is taken to have been received on the day following that on which the notification was sent.

77D Where a member is provided with notice in accordance with Article 77(a), the notice is taken to have been received immediately."

ii. **deleting** Article 78 and **inserting** the following new Article 78:

"The Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than a Director, except as otherwise required by the Act or the Code. A Member other than a Director does not have the right to inspect any document of the Club except as provided by By-law, the Code, the Act or otherwise authorised by the Board or by the Club in General Meeting."

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 the Corporations Act, Gaming Machines Act, Liquor Act and the Registered Clubs Act.
2. **Paragraphs (a) and (b)** insert definitions of:
 - a. the Registered Clubs Accountability Code, which is found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015;
 - b. the Gaming Machines Act 2001;
 - c. the Corporations Act (Cth) 2001;
 - d. the Liquor Act 2007;
 - e. a Board Appointed Director which aligns with the Registered Clubs Act and the Registered Clubs Regulations; and
 - f. what constitutes a 'Financial member' of the Club.
3. **Paragraph (c)** clarifies that Provisional membership can be cancelled at any time by the Chief Executive Officer or the senior employee then on duty, at their discretion. A Provisional member is a person who has applied for membership but has not yet been admitted as a member by the Club. This Article allows the Club to reject any undesirable applicants from being admitted to membership.
4. **Paragraphs (d) and (r)** remove all references to 'Guilford' and 'Guilford Bowling members', as these are no longer required.
5. **Paragraphs (e) and (m)** amend the existing requirements for membership applications to include the applicant's email address in order for the Club to contact members electronically. They also clarify that members are required to update the Chief Executive Officer of any change to their contact details.
6. **Paragraphs (f) and (g)** amend the Articles relating to membership applications to reflect the Club's current practice of requiring applicants for membership to pay their subscription fee upon submitting their application for membership. The amendment also provides that the Club is no longer required to notify a person that they have been elected to membership of the Club.
7. **Paragraph (h)** provides that members can resign from their membership by either returning their membership card and indicating that they are ending their membership, or by notice in writing to the Chief Executive Officer.
8. **Paragraph (i)** updates the existing disciplinary proceedings of the Club to align with best practice, providing the Club with the option to provide the result of any disciplinary proceedings via letter. The principles of natural justice and the Club's existing disciplinary procedure have been retained.
9. **Paragraph (j)** provides that if the CEO suspends a member pursuant to Article 17, the CEO must provide a written report to the Board on that suspension at the next Board meeting.
10. **Paragraph (k)** inserts a provision that reflects the Club's obligations under the Liquor Act, relating to the removal of intoxicated persons from the Club's premises.
11. **Paragraph (l)** clarifies that a suspended member is not entitled to the privileges of the Club during any period of suspension.
12. **Paragraph (n)** deletes a redundant Article. The Club does not offer former Club members the option to re-join membership without providing the relevant subscription fee for a class of membership. Removing this Article reflects the Club's existing practice.
13. **Paragraph (o)** inserts a new Article that reflects the Club's current practice of offering long-standing Financial members (who are members of at least 25 years' standing) a 50% discount to their applicable annual subscription fee.
14. **Paragraph (p)** inserts provisions relating to the Club's legal requirements under the Liquor Act, the Registered Clubs Act and the Gaming Machines Act.
15. **Paragraph (q)** enshrines in the Constitution the Board's legislative power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies).
 - a. The Registered Clubs Act and Registered Clubs Regulations enable boards of registered clubs to appoint up to two (2) directors (who are not elected by members or appointed by the Board to fill casual vacancies) to the Board.
 - b. This means that the Board may appoint up to two (2) directors to the Board.
 - c. For the avoidance of doubt:
 - i. the directors appointed to the Board are in addition to the seven (7) directors elected by members or appointed by the Board to fill casual vacancies so the Board could consist of 9 directors; and
 - ii. the Board is not required to appoint persons to the Board, but it may do so if it wishes;
 - iii. any person appointed by the Board to be a director only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in this Constitution such as belonging to a particular category of membership or being a member for a specific period of time before standing for or being elected or appointed to the Board;
 - iv. if a person is appointed to the Board, the Club must, within twenty-one (21) days of the appointment, display a notice on the Club's noticeboard and website stating:

1. the reasons for the person's appointment, and
 2. the person's relevant skills and qualifications, and
 3. any payments to be made to the person in connection with his or her appointment.
- d. This amendment allows the Board to identify persons with particular skills, expertise and experience which may be beneficial to the Club and allow the Board to appoint those persons to the Board.
 - e. For example, the Club may undertake a major construction project in the future and none of the directors at the time may have expertise in construction. This amendment allows the Board to identify and appoint a person or persons with expertise in construction who will be able to assist the Club in completing the construction project.
16. **Paragraph (s)** provides that members of the Board are required to complete the mandatory director training, as required by the Registered Clubs Act.
 17. **Paragraph (t)** clarifies the circumstances whereby a nomination for election to the Board may be withdrawn.
 18. **Paragraphs (u) and (v)** amend the Articles relating to the Board election process to allow for the use of electronic voting. It also clarifies that if the election process is not strictly complied with, so long as no substantive injustice occurs, the election process remains valid.
 19. **Paragraph (w)** removes a redundant Article that requires members who vote in the election of the Board to 'number all squares'. The Club's conduct of the election of the Board does not require members to 'number all squares', as members exclusively vote for their preferred candidate.
 20. **Paragraph (x)** inserts new provisions relating to the eligibility of members to remain on the Board, to align with best corporate practice. For example, if a director becomes bankrupt, that director will automatically vacate their office.
 21. **Paragraphs (y) and (z)** clarify that the Board has the power to dissolve Sub clubs and inserts a Board power to issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.
 22. **Paragraphs (aa) and (bb)** clarify that a Board resolution can be passed by way of email, and that the Board may meet remotely via use of technology. This is permitted by the Corporations Act.
 23. **Paragraph (cc)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Corporations Act, the Registered Clubs Act and the Registered Clubs Accountability Code.
 24. **Paragraph (dd)** reduces the Club's required quorum of members for general meetings from fifty (50) to thirty (30). In the past, the Club has struggled to achieve the requisite fifty members to attend the Club's annual general meeting to achieve the quorum. This amendment lowers the threshold to thirty.
 25. **Paragraph (ee)** clarifies that the Chairperson of a general meeting is responsible for the proper conduct of the meeting and the members in attendance.
 26. **Paragraph (ff)** amends existing provisions relating to proposed Resolutions, and the holding and postponing general meetings to bring the Constitution into line with the Corporations Act.
 27. **Paragraph (gg)** removes an out-of-date reference from Article 70.
 28. **Paragraph (hh)** updates the Articles in relation to giving notices of meeting to members electronically.
 29. **Paragraph (ii)** slightly amends the existing Article 78, clarifying that members are able to inspect certain financial records if they are permitted to do so by the Corporations Act or the Registered Clubs Accountability Code.

Dated: 19 July 2021

By direction of the Board



Neil Watts
Chief Executive Officer