

KIAMA GOLF CLUB LIMITED
ACN 000 994 589

NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **KIAMA GOLF CLUB LIMITED** to be held on **Sunday 3 April 2022** commencing at **9 am** at the premises of the Club, 79-81 Oxley Avenue, Kiama Downs, New South Wales the members will be asked to consider and if thought fit pass the Special Resolution set out below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, a Special Resolution must receive votes in favour from not less than three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. **Only Life members and financial Full members can vote on the Special Resolution.**
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

That the Constitution of Kiama Golf Club Limited be amended by:

- (a) **deleting** Rule 2 and **inserting** the following new Rule 2:
- “2. (a) *The Registered Office of the Club is situated at Oxley Avenue, Kiama in the State of New South Wales and may be in some other place within that State as determined by the Club.*
- (b) *The Company is a company limited by guarantee and shall be a non-proprietary company.*
- (c) *The Company is established for the purposes set out in this Constitution.*
- (d) *Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.*
- (e) *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.*
- (f) *The Constitution and By-laws of the Club have effect as a contract between:*
- (i) *the Club and each member; and*
- (ii) *the Club and each director;*
- (iii) *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.*
- (g) *A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.”*
- (b) **deleting** the words “Rules 4.1 and 4.2” and **inserting** the words “4(a) and (b)” in Rule 7.
- (c) **inserting** into Rule 8 the following definitions:

“Board Appointed Director” means a person appointed to the Board pursuant to Rule 40A, the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 34.3 of this Constitution.

“Quarter” means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.”

(d) **inserting** the following new Rules 21(c) and (d):

“(c) 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 31(c) on the first day that they enter the Club’s premises during that period.

(d) 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. No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 21 (a) (iii).”

(e) **inserting** the following new Rules 25(d)(iii) and (iv) and renumbering the remaining provisions accordingly:

“(iii) email address of the applicant;

(iv) the telephone number of the applicant;”

(f) **deleting** new Rule 25(d)(iv).

(g) **deleting** the words “and address” after the word “name” in Rule 25(g).

(h) **deleting** the heading and Rule 27 and **inserting** the following new heading and Rule 27:

“RESIGNATION AND CESSATION OF MEMBERSHIP

27. (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 Secretary; or

(ii) rule 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 Rule 27(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 person who has not paid his or her joining fee, subscription, levy, or other payment:

(i) by the due date shall cease to be entitled to the privileges of membership of the Club; and

(ii) within one (1) month after the due date shall cease to be a member of the Club.

(d) *Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.*

(i) **deleting** Rule 28(b) and **inserting** the following new Rule 28(b):

“(b) A member shall be notified of:

(i) any charge against the member pursuant to Rule 28(a); and

(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;

(iii) the date, time and place of the meeting of the Board at which the charge is to be heard.”

(j) **deleting** Rule 28(c) and **inserting** new Rules 28(c) to (h) inclusive and renumbering the remaining provisions accordingly:

“(c) The member charged shall be notified of the matters in paragraph (a) of this Rule 28 by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.

(d) The member charged shall be entitled to:

(i) attend the meeting for the purpose of answering the charge; and

(ii) submit to the meeting written representations for the purpose of answering the charge;

(iii) call witnesses provided that:

(1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and

(2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (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.

(g) If the member fails to attend such meeting:

(i) the charge may be heard and dealt with, and the Board may decide on the evidence before it; and

(ii) 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.

(h) If a notice of charge is issued to a member pursuant to Rule 28(b):

(i) the Board by resolution; or

(ii) 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."

(k) **deleting** renumbered Rule 28(k) and **inserting** the following new Rules 28(k) and (l):

"(k) 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.

(l) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 28."

(l) **inserting** new Rules 29(n) and (o):

"(n) 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.

(o) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 28 is not strictly complied with provided that there was no substantive injustice for the member charged."

(m) **inserting** the following new heading and Rule 28AA:

"MEMBER UNDER SUSPENSION

28AA. Any Full member whose membership is suspended pursuant to Rules **Error! Reference source not found.**8 or **Error! Reference source not found.**8A 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) 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."

(n) **deleting** the heading and Rule 30 and **inserting** the following new heading and Rule 30:

“NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS

30. *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 to their details.”*

(o) **deleting** Rule 31(a)(ii) and renumbering the remaining provisions accordingly.

(p) **deleting** Rule 34 and **inserting** the following new Rule 34:

“34. 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.”

(q) **deleting** from Rule 36 the following words *“provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act”*.

(r) **inserting** the following new Rule 40A:

“40A. The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 40. The following provisions shall apply in respect of Board Appointed Directors:

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

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

(c) *The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.”*

(s) **deleting** Rule 42 and **inserting** the following new Rule 42:

“42. Subject to the provisions of this Constitution, only Full Members, Life Members, Cadet Members and Social Members who have paid their full annual subscription (if any and notwithstanding any election made by that member to pay the annual subscription by instalments) shall be entitled to be elected or appointed to the Board of Directors provided that only Full members, Life members and Cadet members shall be eligible to be elected or appointed to the positions of President, Vice President, Captain, Vice-Captain and Treasurer and Social Members shall only be entitled to be elected to or appointed to a maximum of two (2) positions of non-executive Director at any one time.”

(t) **deleting** Rule 45 and **inserting** the following new Rule 45:

“45. A member who:

(a) *is not a Financial member;*

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

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

- (d) *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;*
 - (e) *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);*
 - (f) *was an employee of the Club during the [insert] years immediately preceding the proposed date of election or appointment to the Board.*
 - (g) *is a current contractor of the Club or a director, secretary, employee, or business owner of a contractor;*
 - (h) *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.*
 - (i) *is a director of another registered club,*
- shall not be eligible to stand for or be elected or appointed to the Board.”*

(u) **inserting** new Rule 45D:

“45D A member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board.”

(v) **inserting** new Rules 46(c) to (f) inclusive and renumbering the remaining provisions:

- “(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.*
- (d) 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.*
- (e) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.*
- (f) 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.”*

(w) **deleting** Rule 47(e) and **inserting** the following new Rule 47(e):

“(e) If at the close of nominations, the required number of nominees for any of the various positions on the Board is not received then those already nominated are taken to be elected to the relevant positions on the Board for which they have nominated, and the unfilled positions shall be casual vacancies for the purposes of Rule 50.”

(x) **deleting** Rule 49 and **inserting** a new Rule 49:

“49. The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) dies;
- (b) is disqualified for any reason referred to in Section 206B of the Act,
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
- (d) is absent from meetings of the Board for a 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 to be vacant as a result of that absence.,
- (e) by notice in writing resigns from office as a director,
- (f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act or Registered Clubs 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 Rule 45A 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) is found guilty or a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months,
- (o) is removed from office as a director in accordance with the Act and this Constitution.”

(y) **deleting** the words “every month” in Rule 54(a) and **inserting** the words “each Quarter”.

(z) **inserting** new rule 59A:

“In addition to Rule 59, 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.”

(aa) **deleting** the heading in Rule 61 and **inserting** the following new heading “**MATERIAL PERSONAL INTERESTS OF DIRECTORS**”.

(bb) **deleting** from Rule 61(a) the words “and in accordance with Section 41C of the Registered Clubs Act”.

(cc) **deleting** Rule 61(b) and **inserting** the following new Rule 61(b):

“61.2 Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (a) *Must not vote on the matter; and*
 - (b) *must not be present while the matter is being considered at the meeting.”*
- (dd) **deleting** the heading in Rule 62 and Rules 62(a) and (b) and **inserting** the following new heading and Rules 62(a) to 62(o):

“REGISTERED CLUBS ACCOUNTABILITY CODE

- (a) *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 62. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 62, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*
- (b) *For the purposes of this Rule 62, 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 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 Rule 62(e), the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*
- (f) *A “pecuniary interest” in a company for the purposes of Rule 62(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.*
- (l) *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 62.*

TRAINING DISCLOSURES

- (m) *The Club must make available to members:*
 - (i) *details of any training which has been completed by directors, the Secretary, and managers of the Club in accordance with the Registered Clubs Regulation; and*
 - (ii) *the reasons for any exemptions of directors, the Secretary, or managers from undertaking the training prescribed by the Registered Clubs Regulation.*

- (n) *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

- (o) *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."*
- (ee) **deleting** Rules 63 to 69 and **inserting** the word "Deleted".
- (ff) **deleting** Rule 76(b)(ii) and words "*whichever is the lesser*".
- (gg) **inserting** the following new Rules 76(h) to (k) inclusive:
- "(h) The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*
 - (i) *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.*
 - (j) *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.*
 - (k) *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."*
- (hh) **inserting** the following new Rule 80(f):
- "(f) The Chairperson:*
 - (i) *is responsible for the conduct of the general meeting; and*
 - (ii) *shall determine the procedures to be adopted and followed at the meeting;*
 - (iii) *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."*
- (ii) **deleting** Rule 94 and **inserting** the following new Rule 94:
- "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."*
- (jj) **deleting** from Rule 97 the word "June" and **inserting** the word "January".
- (kk) **inserting** the following new heading and Rule 109:

"MEETINGS AND VOTING

109. (a) *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):*
- (i) *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*
 - (ii) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*
 - (iii) *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.*
- (b) *If there is any inconsistency between Rule 109.1 and any other provision of this Constitution, Rule 109.1 shall prevail to the extent of that inconsistency."*

Notes to Members on the 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) amends Rule 2 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. Paragraph (c) amends the definitions used in the Constitution.
4. Paragraph (d) relates to changes to Temporary membership to bring into line with the RCA.
5. Paragraphs (e), (f) and (g) adopt recent amendments to the RCA which remove the requirement to obtain details of a new members occupation and having to put the address on the Notice

board for a new member. The club will also collect the email address and mobile number for new members.

6. Paragraph (h) updates the provisions relating to the resignation from membership.
7. Paragraphs (i) to (l) inclusive amend the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
8. Paragraph (m) introduces a new provision setting out the rights which are not available to a member during a suspension of membership.
9. Paragraph (n) clarifies that members must notify the Club of changes to their contact details.
10. Paragraph (o) amends the membership register requirements to reflect the RCA.
11. Paragraphs (p) and (q) amend the provision 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.
12. Paragraph (r) sets out the Board appointed Director provisions in the registered Clubs Act which allows the Board to appoint up to 2 Directors for a term of no more than 3 years.
13. Paragraph (s) amends Rule 42 to better express the current situation which is that only Full members, Life members and Cadet members shall be eligible to be elected or appointed to the positions of President, Vice President, Captain, Vice-Captain and Treasurer and Social Members shall only be entitled to be elected to or appointed to a maximum of two (2) positions of non-executive Director at any one time. This remains the same.
14. Paragraph (t) sets out additional grounds upon which a member will be ineligible to be elected to the board including if they are a contractor to the Club or an employee of a contractor or if they are a director of another registered club.
15. Paragraph (u) inserts a new rule 45D which requires all directors to have a Director Identification Number as required under the Corporations Act.
16. Paragraph (v) inserts new provisions dealing with nominations for election to the Board clarifying that it is up to each member to ensure that their nomination form is correctly completed.
17. Paragraph (w) will delete the existing Rule 47 (e) which provides that if there are not enough nominees for election to the Board by the close of nominations then further nominations are called from the floor of the Annual General Meeting. The proposed new Rule 47 (e) will change this to provide that where there are not enough nominees by the close of nominations then any unfilled positions shall be casual vacancies for the purposes of Rule 50 which means that the Board has the power to fill those vacancies after the AGM.
18. Paragraph (x) replaces Rule 49 which deals with the grounds upon which a casual vacancy on the Board of the Club will arise.
19. Paragraph (y) amends existing Rule 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.
20. Paragraph (z) clarifies that the Board can pass board resolutions by way of email. This is permitted by the Corporations Act.
21. Paragraphs (aa) up to and including (ee) amend existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Registered Clubs Act and adopt the provisions of the Accountability Code which applies to all registered clubs and is set out in Schedule 2 of the Registered Clubs Regulation.

22. Paragraph (ff) amends Rule 76 (b) which deals with members right to call on the Board to convene a general meeting of the Club so that the rule will comply with the Corporations Act which now requires 5% of the voting membership to sign a request for a general meeting removing the 100-member rule.
23. Paragraph (gg) adds in new rules 76 (h) to (k) inclusive relating to general meetings (including Annual General Meetings) including giving the Board the power to cancel or postpone a meeting except one called at the request of members to bring the Constitution into line with the Corporations Act.
24. Paragraph (hh) adds a new Rule 80 (f) which sets out the powers of the chairperson of a general meeting in more detail which reflects the general law.
25. Paragraph (ii) updates the provisions of Rule 94 dealing with financial reporting to members to bring it into line with the registered Clubs Act and the Corporations Act.
26. Paragraph (jj) corrects Rule 97 to correct a typographical error so that it will show the financial year ending on the last of January each year
27. Paragraph (kk) adds a new Rule 109 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.

Dated:

By direction of the Board

David Rootham
Chief Executive Officer