

NOTICE OF SPECIAL RESOLUTION FOR 68th ANNUAL GENERAL MEETING

Bankstown District Sports Club Limited (A Company Limited by Guarantee) ABN 88 000 243 916

NOTICE is hereby given that at the 68th Annual General Meeting of the **Bankstown Sports Club** to be held on **3 November 2025** commencing at **7.00pm** at the premises of the Club, **Level 2, Events Centre, 8 Greenfield Parade, Bankstown**, the business of the meeting will include to consider and, if thought fit, pass the below Special Resolution.

SPECIAL RESOLUTION

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

That the Constitution of Bankstown District Sports Club Limited be amended by:

(a) **deleting:**

- (i) all references to the word “*Secretary*” and inserting the words “*Chief Executive Officer*”;
- (ii) all references to the word “*employee*” and inserting the word “*Employee*”

(b) **inserting** the following new Rules 2.5 and 2.6:

- 2.5 *Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.*
- 2.6 *The Constitution and By-laws of the Club have effect as a contract between:*
 - (a) *the Club and each member; and*
 - (b) *the Club and each director;*
 - (c) *each member and each other member,**under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.*

(c) **inserting** into Rule 3.1 the following new definitions in alphabetical order:

“AML/CTF Act” means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

“Chief Executive Officer” includes Secretary, Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager or any other title attributed to the person who is the Secretary of the Club for the purposes of the Registered Clubs Act.

“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.

“Employee” means a person who is employed by the Club.

“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.

(d) **deleting** Rule 3.2 and inserting the following new Rules 3.2 and 3.3”

- 3.2 **“Financial member”**. A member shall not be a financial member of the Club if:
 - (a) *the member's subscription or any part thereof has not been paid in accordance with Rule 18.4 (if any is payable); or*
 - (b) *the member has not renewed their membership of the Club by the relevant due date; or*
 - (c) *any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and*

in either case that member shall be and remain non-financial for the purposes of Rule 19 until the full amount owing is paid to the Club or the member renews their membership by the relevant due date and in accordance with the procedures as determined by the Board from time to time.

- 3.3 **“Non Financial member”** means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

(e) **inserting** after Rule 9.6 the following new Rules 9.7 to 9.9:

9.7 *Under the AML/CTF Act the Club:*

- (a) *is a reporting entity;*
- (b) *provides a designated service to its members and patrons;*
- (c) *may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons’ identity; and*
- (d) *may be required to undertake “enhanced due diligence” of certain members and patrons, in certain circumstances.*

9.8 *In Rule 9.7 “enhanced due diligence” means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron’s transactions within the Club.*

9.9 *Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:*

- (a) *its obligations under the AML/CTF Act; and*
- (b) *any Liquor or Gaming Policy,*

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 22 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

(f) **deleting** Rule 13.2 and inserting the following new Rule 13.2:

13.2 *Should a person who is admitted as a Provisional member not be elected to membership of the Club:*

- (a) *that person shall cease to be a Provisional member of the Club; and*
- (b) *the joining fee (if any) and subscription submitted with the nomination (if any) shall be returned to that person.*

(g) **deleting** from Rule 13.3 the word “are” and inserting the words “may be”.

(h) **inserting** the following new Rule 13.5:

13.5 *The Chief Executive Officer may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club’s premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.*

(i) **deleting** the first sentence of Rule 15.1(a) and inserting the following new first sentence Rule 15.1(a):

15.1 *Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, the following persons in accordance with procedures established by the Board may be made Temporary members of the Club:*

- (a) *Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club’s premises determined from time to time by the Board by By-law pursuant to this Constitution.*

(j) **deleting** Rule 15.5 and inserting the following new Rule 15.5:

15.5 *The Chief Executive Officer or senior Employee then on duty may terminate the membership of any Temporary member and/or remove a Temporary member from the premises of the Club at any time without notice and without having to provide any reason.*

(k) **deleting** from Rule 15.6 the word “temporary” and replacing with the word “Temporary”.

(l) **inserting** the following new Rule 15.7:

15.7 *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 20.1(c) on the first day that they enter the Club’s premises during that period.*

(m) **deleting** Rules 16.5 to 16.11 and inserting the following new Rules 16.5 to 16.12:

16.5 *Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing, either in hard form or created electronically and shall be in such form as the Board may prescribe and shall contain the following particulars:*

- (a) *the full name of the applicant; and*
- (b) *the residential address of the applicant;*
- (c) *the date of birth of the applicant;*
- (d) *the email address of the applicant;*
- (e) *a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;*
- (f) *the telephone number of the applicant;*
- (g) *the signature of the applicant;*
- (h) *such other particulars as may be prescribed by the Board from time to time.*

16.6 *Except in the case of an online electronic application for membership, every form of application for membership shall be presented by the applicant to the Club together with:*

- (a) *the joining fee (if any) and the appropriate subscription (if any); and*
- (b) *evidence of a current driver’s licence or a current passport held by that applicant or such other form of identification as determined by the Board.*

16.7 *Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as described by the Board by a by law from time to time.*

16.8 *The Club will cause an the particulars contained in an application for membership presented in accordance with Rule 16.5 above, to be compared to the particulars of that person as appearing in the evidence of identification. If the Club is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, an Employee shall sign the application and shall cause the application to be sent to the Chief Executive Officer.*

16.9 *A person whose application has been signed in accordance with Rule 16.8 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for (if any) may become a Provisional member.*

16.10 *The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.*

16.11 *An interval of at least fourteen (14) days shall elapse between the Club’s receipt of the nomination form (including an electronic nomination form in accordance with Rule 16.7 above) of a person for election and the election of that person to membership of the Club.*

16.12 *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.*

(n) **inserting** at the end of Rule 17.4 the following new sentence:

The date the entry in the Club's register of members will be the date that person's membership of the Club began for the purposes of the qualification periods referred to in Rules 11.2 and 11.3.

(o) **deleting** Rule 18.1 and inserting the following new Rule 18.1:

18.1 *For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.*

(p) **deleting** from Rule 18.3 the 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.

(q) **inserting** at the end of Rule 17.4 after the word "time" the words:

for the purposes of section 30(2B) of the Registered Clubs Act.

(r) **deleting** Rules 18.5 to 18.7 and inserting the following new Rules 18.5 and 18.6:

18.5 *The Chief Executive Officer shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy or other payment in Rule 18.4. For the purposes of this Rule 18.6, "reasonable notice" includes but is not limited to the Chief Executive Officer posting a notice of the due dates on the Club's website and/or the Club Notice Board.*

18.6 *Members who satisfy the Board that they are in receipt of such form of pension as may be approved by the Board shall be entitled to a reduction in their subscription in such amount as may be determined by the Board.*

(s) **deleting** Rules 19.1 and 19.2 and inserting the following new Rules 19.1 and 19.2:

19.1 *Notwithstanding any Rule contained in this Constitution, a Non Financial member shall not be entitled to any rights and privileges of membership whilst they are a Non-Financial member, including the rights and privileges 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.*

19.2 *A Non Financial member may, by resolution of the Board and without notice, be removed from membership of the Club and the provisions of Rule 22.1 and Rule 22.2 shall not apply to such resolution.*

(t) **deleting** Rule 20.1(a)(iii).

(u) **inserting** the following new Rule 20.1(e):

(e) *If the Club receives a request from a person to inspect and access the register of Full members and that request satisfies the requirements of the Act, the Club shall only be required to disclose the information prescribed in the Act to that person.*

(v) **deleting** Rule 21 and inserting the following new Rule 21:

21. CHANGE OF MEMBER DETAILS

21.1 *Members must advise the Chief Executive Officer of the Club of any change in their details (including address, email address and telephone number) within seven (7) days of changing the details recorded in the register.*

(w) **inserting** after Rule 22.1 the following new Rule 22.1A:

22.1A *Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.*

(x) **deleting** Rule 22.3(b) and inserting the following new Rule 22.3(b):

(b) *the Chief Executive Officer or any senior Employee (independently of the Board),*

(y) **inserting** the following new Rule 22.7:

22.7 *The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rules 22.2 is not strictly complied with provided that there was no substantive injustice for the member charged.*

(z) **deleting** the first word “Any” from the Rule 24.1 and inserting the following “Subject to the terms of their suspension, any”

(aa) **deleting** Rule 25.1(f) and inserting the following new Rule 25.1(f):

(f) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer or an Employee exercising this power suspects of being a prohibited drug or prohibited plant.*

(bb) **deleting** Rule 29.4 and inserting the following new Rule 29.4:

29.4 *A member who:*

(a) *is an Employee; or*

(b) *is currently under suspension pursuant to Rules 22 or 23;*

(c) *is not a Financial member;*

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

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

(f) *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;*

(g) *was an Employee during the five (5) years immediately preceding the proposed date of election or appointment to the Board;*

(h) *was an Employee whose employment was terminated by the Club for misconduct;*

(i) *has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);*

(j) *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;*

(k) *is a director of another registered club,*

shall not be eligible to stand for or be elected or appointed to the Board.

(cc) **deleting** Rules 30.1(d) and (e) and inserting instead the following new Rule 30.1(d) to (h) and renumbering the remainder of the Rule accordingly:

(d) *The nomination form shall be:*

(i) *in writing; and*

(ii) *in such form and contain such particulars as determined by the Board from time to time (including without limitation, may require certain information to be supported by a statutory declaration);*

(iii) *signed and seconded by two (2) eligible members and signed by the nominee who shall thereby signify his or her consent to the nomination.*

- (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.*
- (f) *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.*
- (g) *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.*
- (h) *The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.*
- (dd) **inserting** the following new Rules 31.3(r) and (s):
 - (r) *delegate any of its powers to directors, members, Employees, committees, sub clubs or any combination thereof;*
 - (s) *issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.*
- (ee) **inserting** in Rule 31.10(a) the words “and/or dissolve” between the words “establish” and “Sub clubs”.
- (ff) **inserting** the following new Rule 31.10(f):
 - (f) *remove committee members from the office of Sub clubs.*
- (gg) **inserting** the following new sentence at the end of Rule 31.14:

For the avoidance of doubt, all assets in the possession and control of a Sub Club (including cash reserves) are owned by the Club.
- (hh) **inserting** the following new Rule 30.18 (h) and renumbering the remainder of the Rule accordingly:
 - (h) *the use of social media and other forms of electronic communication relating to the Club by members and guests of members; and*
- (ii) **deleting** the Rule 32.1 and inserting the following new Rule 32.1:

32.1 *The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each Quarter for the transaction of business or such other minimum time as may be provided from time to time by the Registered Clubs Act.*
- (jj) **deleting** the Rule 32.9 and inserting the following new Rule 32.9:

32.9 *A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.*
- (kk) **deleting** the Rule 34.13 and inserting the following new Rule 34.13:

34.13 *The Club must:*
 - (a) *make the information required by the Registered Clubs Accountability Code available to the members in accordance with the Code; and*
 - (b) *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.*
- (ll) **deleting** the Rule 36.1 and inserting the following new Rule 36.1:

36.1 *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 continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.*
- (e) *by notice in writing given to the Chief Executive Officer 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, 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 Rule 29.5 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) *has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension under Rule 22.3).*
- (o) *does not have or ceases to have a Director Identification Number (unless exempted from doing so).*
- (p) *is removed from office as a director in accordance with the Act and this Constitution.*

(mm) **deleting** the Rule 37.15 and inserting the following new Rule 37.15:

37.15 *The Chairperson shall be entitled to take the chair at every general meeting. 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*

(nn) **deleting** the Rule 37.18 and inserting the following new Rule 37.18:

37.18 *Subject to the Registered Clubs Act, Gaming Machines Act and any restrictions contained in this Constitution, Full members of the Club are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club. The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.*

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

45. NOTICES

45.1 *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 sending it by any electronic means; or*
- (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

45.2 *Where a notice is sent by post to a member in accordance with Rule 45.1 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.*

- 45.3 *Where a notice is sent by electronic means in accordance with Rule 45.1(d), the notice is taken to have been given on the day following that on which it was sent.*
- 45.4 *Where a notice is provided personally in accordance with Rule 45.1(a), the notice is taken to have been given on the day on which it was provided to the member.*
- 45.5 *Where a member is notified of a notice in accordance with Rule 43.1(e), the notice is taken to have been received on the day following that on which the notification was sent.*
- 45.6 *If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices in accordance with Rule 45.1(c).*

(pp) **deleting** Rule 49.

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

Notes to Members on Special Resolution

1. The Board has conducted a review of the Club's Constitution to ensure that it reflects current legal requirements, good governance practice, and the operational needs of the Club.
2. 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 2001, Registered Clubs Act 1976 and Anti-Money Laundering and Counter-Terrorism Financing Act 2006.
3. In particular, the new definition of AML/CTF Act and Rules 9.7 to 9.9 are necessary to ensure that the Club can effectively comply with its legal obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (**AML/CTF Act**) and related regulatory frameworks.
4. As a registered club, the Club is considered a "*reporting entity*" under the AML/CTF Act, as it provides certain designated services such as gaming and financial transactions to members and patrons. Under this legislation, the Club is subject to strict regulatory obligations, including the need to:
 - **Verify the identity** of members and patrons engaging in relevant transactions;
 - **Conduct "enhanced due diligence"** in higher-risk situations, such as large or unusual transactions;
 - **Monitor and report suspicious activities** to AUSTRAC (Australian Transaction Reports and Analysis Centre);
 - **Implement and enforce internal compliance procedures**, including restrictions on access to the Club's premises.

The proposed amendment:

- Clarifies the Club's status and responsibilities under the AML/CTF framework;
- Provides transparency and certainty to members and patrons that the Club may need to request additional personal information or undertake enhanced due diligence in certain cases;
- Confirms the Club's power to take appropriate action, including restricting access to the premises, to comply with AML/CTF and relevant Liquor or Gaming policies;
- Ensures the Club can act swiftly and lawfully, where necessary, without being constrained by other provisions of the Constitution (e.g. disciplinary processes under Rule 47 and 47B), which may not be appropriate or practical in such regulatory contexts.

These amendments are both protective and proactive. They safeguard the Club from regulatory risk and potential penalties, while reinforcing the Club's commitment to responsible conduct and compliance with national and state laws.

5. The amendment proposed to Rule 15.1(a) is to reflect recent changes to the Registered Clubs Act which removed the '*5km rule*' for people wishing to use the Club as temporary members.

6. Importantly the new Rule 22.1A and the amendments proposed to Rule 30.18(h) are intended to address the growing use and impact of social media and electronic communication, and to ensure that all members and their guests uphold standards of conduct that support the reputation, integrity, and operational stability of the Club.

Under these new Rules, any use of social media or electronic communication by a member or their guest that is negative or can be reasonably construed as negative toward the Club — including its facilities, services, employees, officers, members or strategies — will be deemed conduct prejudicial to the interests of the Club.

This amendments are important for the following reasons:

- **Protecting the Club's reputation:** Negative or disparaging comments made online can spread rapidly and damage the Club's standing in the community, its relationships with stakeholders, and its ability to attract and retain members.
- **Supporting staff and member wellbeing:** Public or semi-public criticism of staff or other members can cause unnecessary distress, undermine morale, and create a hostile environment that is inconsistent with the Club's values and objectives.
- **Reinforcing member responsibilities:** Membership in the Club carries with it certain privileges and responsibilities. These Rules ensure that members and their guests understand the importance of expressing concerns or feedback through appropriate internal channels rather than through public forums.
- **Modernising the Constitution:** The inclusion of these Rules bring the Club's Constitution into alignment with contemporary standards of governance and conduct, recognising the potential real-world impact of online behaviour on the Club, its employees and members.

Importantly, this rule does not prevent members from raising genuine concerns with management or the Board. Rather, it encourages such matters to be dealt with constructively and respectfully through the appropriate internal processes.

7. The following is a broad summary of the remaining proposed amendments and the reasons for them.

8. **Definitions and Interpretation**

- **What is changing:** Certain definitions have been updated, clarified, or inserted (for example, updating references to legislation, regulatory bodies, and technology).
- **Reason:** To ensure the Constitution uses current terminology and aligns with the *Corporations Act 2001* (Cth), the *Registered Clubs Act 1976* (NSW), and other applicable laws.

9. **Membership Provisions**

- **What is changing:**
 - Clarification of membership categories and eligibility requirements.
 - Updated procedures for applications, resignations, and transfers.
 - Clearer Rules regarding provisional membership and temporary membership.
- **Reason:** To reflect current legal requirements, streamline administration, and provide greater transparency for members.

10. **Members' Rights and Obligations**

- **What is changing:**
 - Express provisions regarding members' rights to use Club facilities.
 - Updated Rules regarding members' duty to comply with Club By-Laws and directions of the Board.
- **Reason:** To reinforce the rights of members while ensuring consistent behavioural standards and compliance with Club Rules.

11. **General Meetings**

- **What is changing:**
 - Updated provisions for notice.
 - Express authority for the Board to permit non-members (such as advisors) to attend and speak at general meetings, and to appoint a non-member to chair a meeting if required.

- **Reason:** To modernise meeting procedures and provide flexibility, while ensuring compliance with the Corporations Act.

12. Election and Powers of the Board

- **What is changing:**
 - Updated eligibility requirements for directors in line with statutory requirements (including disqualifications under the Corporations Act and Registered Clubs Act).
 - Clarification of the Board's powers and duties.
 - Provisions for filling casual vacancies.
- **Reason:** To align the Constitution with legislative requirements and good governance practices.

13. Board Meetings and Decision-Making

- **What is changing:**
 - Amendment to requiring Board meetings every quarter in accordance with the Registered Clubs Act.
 - Updated quorum requirements and voting rules.
 - Express permission for meetings and resolutions to be conducted using technology (such as video conferencing and electronic circulation of resolutions).
- **Reason:** To reflect modern governance practice and ensure efficient decision-making.

14. Financial Reporting and Audit

- **What is changing:**
 - Updated obligations regarding preparation of accounts, reporting to members, and appointment of auditors.
- **Reason:** To ensure compliance with current accounting and statutory requirements.

15. By-Laws

- **What is changing:**
 - Clearer powers for the Board to make, amend, and repeal by-laws.
 - Express recognition that by-laws are binding on all members.
- **Reason:** To provide flexibility for day-to-day management without needing to amend the Constitution for minor operational matters.

16. Miscellaneous Amendments

- **What is changing:**
 - Correction of cross-references and numbering.
 - Removal of redundant or outdated provisions.
 - Minor editorial changes for clarity.
- **Reason:** To improve readability and ensure the Constitution is internally consistent.

Summary

The proposed amendments are intended to modernise the Constitution, ensure legal compliance, and strengthen governance, while preserving the rights of members of the Club.

Members are encouraged to read the amended Constitution in full before voting and to contact the Club if they have any questions about the proposed changes.

Procedural matters

1. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.

2. To be passed, the Special Resolution requires votes 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 Annual General Meeting.
3. Under the Club's Constitution only Life members and financial Full members with at least two (2) years continuous membership of the Club immediately preceding the date of the Annual General Meeting are eligible to vote on the 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. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting, and best practices of registered clubs.

Dated: 13 October 2025

By direction of the Board


Michael Clancy
Chief Executive Officer
