

SHOALHAVEN EX SERVICEMEN'S CLUB LTD

ACN 000 845 358

NOTICE is hereby given of the 75th Annual General Meeting of SHOALHAVEN EX-SERVICEMEN'S CLUB LTD which is to be held on **Sunday 26th June 2022** commencing at **10 am** at the premises of the Club 157 Junction Street NOWRA New South Wales:

AGENDA

1. Opening – Apologies
2. Minutes of the 74th Annual General Meeting.
3. Business Arising from the minutes.
4. Correspondence.
5. Annual Report by President.
6. Adoption of Financial Report, Director's Report and Auditor's Report for the year ended 31st March 2022. (See Notes 1 and 2).
7. Election of Board of Directors.
8. To consider and if thought fit to pass the following Ordinary Resolutions:-

Ordinary resolutions as follows:

“That pursuant to Section 10(1) (i) of the Registered Club's Act, which states as follows:-

“(i) A member of the Club whether or not he or she is a member of the governing body, or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.”

The members of the Shoalhaven Ex-Servicemen's Club Ltd approve that the Board of Directors and Senior Management, during the 12 month period following the 2022 Annual General Meeting, receive the following benefits:-

- a) The Provision of reasonable meals and beverages at Board meetings.
- b) The provision of reasonable expenses in travelling to and from Board meetings or any other constituted meetings or duties as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure.
- c) The provision to the Board of Directors and invited guests with two Board dinners per annum.
- d) The reasonable cost of Directors & Spouse attending the Annual General Meeting of Clubs NSW and the RSL and Services Clubs Association per the training and study tour policy.
- e) The reasonable cost of Directors & Spouse attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events domestic or international as may be approved by the Board from time to time per the training and study tour policy.

- f) The provision of a uniform consisting of a suit, shirts and a tie for Directors and Life Members.
- g) The provision of a Christmas gift voucher of \$50 to Directors and Life Members.
- h) The provision to the Board of Directors and invited guests with a Certificate of Merit Presentation function.
- i) The provision of reasonable expenditure on food and refreshments for Directors and Senior Management officers attending and/or entertaining dignitaries and/or guests of the Club at functions (whether on Club premises or otherwise) including the Presidents ANZAC Day Luncheon, The Annual Corporate Suppliers Golf Day and other marketing or promotional events or activities provided such expenditure is approved by the Board from time to time as being reasonable and properly incurred.
- j) That all Club Directors receive, upon retiring from the Board and after having completed a minimum of five years continuous service, a farewell gift of appreciation to the value of \$500.00 and an extra \$100.00 per annum for each full year completed thereafter up to a maximum of \$3,000.00 in recognition of conspicuous service rendered to the Club.”
- k) Annual Honorarium – President \$1,000, Treasurer \$500

And the members acknowledge that by passing this resolution the benefits listed above are not available to members generally.

9. Special Resolutions

10. Any other General Business the meeting may approve.

NOTE 1.

The Corporations Act does not require the Club to post out the Financial Reports, Director’s Reports and Auditor’s Reports to members unless they elect in writing, to receive a hard copy or electronic copy and to this end the reports are available electronically on the Club’s website at:- <https://sesg.com.au/about/reports> or alternatively a hard copy may be obtained for collection or posted out from the office at the Club’s Junction Street premises.

NOTE 2.

Members are requested to advise the Secretary Manager, in writing, seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Accounts on which information may be required. Such information will be extracted from the records and be available at the Annual General Meeting.

Dated: 5th June 2022

By direction of the Board



Bernie Brown
Chief Executive Officer

SHOALHAVEN EX SERVICEMEN'S CLUB LTD

ABN 81 001 845 358

NOTICE is hereby given that at the Annual General Meeting of **SHOALHAVEN EX SERVICEMEN'S CLUB LIMITED** to be held on **Sunday 26th June 2022** commencing at **10am** at the premises of the Club, 157 Junction Street Nowra, New South Wales the members will be asked to consider and if thought fit pass the Special Resolutions set out below.

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 Club members can vote on the Special Resolutions.
 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 both Special Resolutions to members.
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[The First Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Shoalhaven Ex Servicemens Club Limited be amended by:

- (a) **adding** in the following new Rules 2.4 and 2.5 and by **renumbering** existing rule 2.4 as new Rule 2.6

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

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

- (a) the Club and each member; and*
- (b) the Club and each director;*
- (c) each member and each other member,*

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

- (b) **inserting** the following new Rules 3.1(i), 3.1 (n) and 3.1 (p) and **renumbering** the remaining provisions of Rule 3.1 accordingly:

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

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

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

- (c) **deleting** Rule 3.2 and **renumbering** the remaining provision of Rule 3 accordingly.

- (d) **deleting** Rule 12.2 and **inserting** the following new Rule 12.2:

"12.2 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 shall be returned to that person."*

(e) **inserting** the following new Rule 14.3 and **renumbering** the remaining provisions of Rule 14 accordingly:

"14.3 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 18.1 (c) on the first day that they enter the Club's premises during that period."

(f) **inserting** the following new Rules 15.4(c) and (d) and **renumbering** the remaining provisions of Rule 15.4 accordingly:

- "(c) the email address of the applicant;*
- (d) the telephone number of the applicant;"*

(g) **deleting** the existing Rule 15.4(d) and **renumbering** the remaining provisions of Rule 15.4 accordingly

(h) **adding** in the words, (if any) after the word, "subscription" where it appears in Rules 15.5 (a) and 15.7.

(i) **deleting** from Rule 15.8 the words "and address".

(j) **deleting** Rule 16.1 and **inserting** the following new Rule 16.1:

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

(k) **deleting** from Rule 17.1 the words "any member who is not a Financial Member (as defined in Rule 3.2)" and **inserting** the words "a Non-Financial member".

(l) **deleting** Rule 18.1(a)(ii) and **renumbering** the remaining provisions accordingly.

(m) **inserting** new Rule 20.2(a)(ii) and **renumbering** the remaining provision accordingly:

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

(n) **deleting** from the new Rule 20.2(b) the words "by a prepaid letter sent by post to the member's last known address" and **inserting** the words "at least" after the word "writing":

“(b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.”

(o) **inserting** the following new Rule 20.2(c)(iii):

“(iii) call witnesses provided that:

- (1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and*
- (2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).”*

(p) **inserting** the following new Rules 20.2(d) and (e) and **renumbering** the remaining provisions accordingly:

“(d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member’s conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

(e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.”

(q) **deleting** the existing Rule 20.2(g).

(r) **inserting** into the new Rule 20.2(g) the word “may” after the word “Board”, and **deleting** the words “must come to a decision as to whether the member is guilty or not of the charge” and **inserting** the following new Rules 20.2(g)(i) and (ii):

“(i) immediately come to a decision as to the member’s guilt in relation to the charge; or

(ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.”

(s) **inserting** the following new Rule 20.2(h):

“(h) After the Board has come to a decision as to the member’s guilt in relation to the charge it must:

- (i) in the case of a decision under Rule 20.2(g)(i) of this Rule, immediately inform the member of the Board’s decision; or*

(ii) *in the case of a decision under Rule 20.2(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board."*

(t) **deleting** from new Rule 20.2(i) the words "and is at the meeting" after the word "guilty," and the words "at the meeting" after the word "opportunity" and **inserting** at the end of the Rule "The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:

(i) *At the meeting or afterwards; and*

(ii) *by way of verbal or written submissions or a combination of thereof."*

(u) **inserting** new Rule 20.2(j):

"(j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision."

(v) **deleting** from new Rule 20.2(k) the words "by secret ballot".

(w) **inserting** the following new Rule 20.2(n):

"(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."

(x) **inserting** new Rule 20.3 and **renumbering** the remaining provisions accordingly:

"20.3 The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20.2 is not strictly complied with provided that there was no substantive injustice for the member charged."

(y) **deleting** from new Rule 20.4 the words "or for five (5) weeks whichever is the sooner".

(z) **deleting** Rule 27.4 and **inserting** new Rule 27.4:

"27.4 A member who:

(a) *is an employee; or*

(b) *is currently under suspension pursuant to Rules 20 and 21;*

(c) *is not a financial member;*

(d) *has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or*

(e) *has at any time been convicted of an indictable offence; or*

- (f) *is a former employee of the Club whose services were terminated by the Club for misconduct;*
- (g) *was an employee of the Club, or any club that has amalgamated with the Club, within the period of five (5) years prior to nomination, election, or appointment to the Board;*
- (h) *is disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act, or any other applicable legislation;*
- (i) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
- (j) *is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act, or any other applicable legislation;*
- (k) *has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);*
- (l) *is a current contractor of the Club or a director, secretary, employee, or business owner of a contractor;*
- (m) *was a contractor of the Club or a director, secretary, employee, or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board.*

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

(aa) **inserting** new Rule 27:7

"A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board."

(ab) **inserting** the following new Rules 28.1(d) to (g) inclusive and **renumbering** the remaining provisions:

"(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);*
- (e) *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.*
 - (f) *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.*
 - (g) *The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the board."*

(ac) **inserting** the following new Rules 28.1(o) to (q) inclusive and **renumbering** the remaining provisions:

“(o) If there be more than the required number nominated for any position an election shall take place in respect of that position.

“(p) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 28.1 the order of seniority shall be:

(i) Chairperson;

(ii) Vice Chairperson;

(iii) Ordinary director.

(q) If an election is required pursuant to rule 28.1(o), the following shall apply:

(i) A ballot paper shall be prepared with the order of the names of the nominees determined by lot conducted by the Returning Officer;

(ii) At least five (5) days before the commencement of voting, the Club must display a notice on the Club's website and on the Club noticeboard which confirms:

*(1) the approved method of voting – which may include voting by electronic means;
and*

(2) the procedures to be followed for voting;

(3) the dates and times when members can vote;

(4) any other details which may be required for voting.”

(ad) **inserting** the following new Rule 28.1(gg):

“(gg) If the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer or other electronic device without having to attend the Club's premises or by using a designated computer or other electronic device at the Club's premises.”

(ae) **inserting** new Rule 28.3:

“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 Rule 28.1 is not strictly complied with provided there is no substantive injustice for any candidates.”

(af) **inserting** new Rule 29.3(a) and **renumbering** the remaining provisions accordingly:

“(a) delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof;”

(ag) **inserting** new Rule 29.3(h):

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

(ah) **inserting** new Rule 29.10 and **renumbering** the remaining provisions accordingly:

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

(ai) **inserting** new Rule 29.11(f):

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

(aj) **inserting** new Rule 29.18 and **renumbering** the remaining provisions accordingly:

“All assets in possession and control of a Sub Club (including cash reserves) are owned by the Club.”

(ak) **deleting** in Rule 30.1 the words “calendar month” and **inserting** the word “Quarter”.

(al) **inserting** the following new Rule 35.1(a):

“(a) dies;”

(am) **deleting** the new Rule 35.1(d) and **inserting** the following new Rule 35.1(d) as follows:

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

(an) **deleting** from Rule 35.1(e) the words “given to the Secretary” after the word “writing”.

(ao) **inserting** the following new Rules 35.1(j) to (p) inclusive as follows:

“(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 of 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.

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

(ap) **inserting** new Rule 36.19 as follows and **renumbering** the remaining provisions:

“36.19 The chairperson:

- (a) is responsible for the conduct of the general meeting; and*
- (b) shall determine the procedures to be adopted and followed at the meeting;*
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.”*

(aq) **amending** the heading above Rule 36.37 to read as follows **“Adjournment of and use of Technology for General Meetings.”**

(ar) **inserting** the following new Rule 36.44 as follows:

“36.44 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.”

(as) **deleting** Rules 44.1 to 44.3 inclusive and **inserting** the following new Rules 44.1 to 44.4 inclusive:

“44.1 Without limiting the provisions of the Corporations Act, 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;*
- (c) by sending it to the electronic address of the member;*
- (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.*

44.2 Where a notice is sent to a member in accordance with Rule 44.1(a), the notice is deemed to be received on the day it is given to the member.

44.3 Where a notice is sent to a member in accordance with Rules 44.1(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

44.4 Where a notice is sent to a member in accordance with Rule 44.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.”

(at) **inserting** new heading and Rule 48 as follows:

“48. MEETINGS AND VOTING

- 48.1 *In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):*
- (a) *distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means, and/or*
 - (b) *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;*
 - (c) *allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.*
- 48.2 *If there is any inconsistency between Rule 48.1 and any other provision of this Constitution, Rule 48.1 shall prevail to the extent of that inconsistency.”*
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Notes to Members on the First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (RCA).
2. Paragraph (a) 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. Paragraphs (a) and (c) amends the definitions used in the Constitution.
4. Paragraph (d) removes the 6-week time limit on a person's application for Provisional membership.
5. Paragraph (d) relates to changes to Temporary membership to bring into line with the RCA.
6. Paragraphs (f) (g) and (i) 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.
7. Paragraphs (j) and (h) amends 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.
8. Paragraph (j) set out the restrictions on the rights and privileges of non-financial members.
9. Paragraphs (l) amends the membership register requirements to reflect the RCA.
10. Paragraphs (m) to (x) inclusive amend the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
11. Paragraph (y) amends the provision dealing with the provisional suspension of membership pending a disciplinary hearing in rule 20.4 so that the provisional suspension will last until the hearing of the disciplinary hearing and not end within 5 weeks if the hearing has not taken place.

12. Paragraph (z) 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.
 13. Paragraph (aa) inserts a new rule 27.7 which requires all directors to have a Director Identification Number as required under the Corporations Act.
 14. Paragraph (bb) simply clarifies that a failure to strictly follow all the procedures in the Constitution in relation to the election of the board does not invalidate the election process.
 15. Paragraph (cc) and (dd) insert some usual provisions dealing with the election of the Board and also provides that the Board in the future may introduce voting in the election of the Board using electronic means.
 16. Paragraph (ee) adds a new provision which provides that an election will not be invalid if some of the procedures have not been followed provided there has been no substantive injustice for any of the candidates.
 17. Paragraphs (ff) to (jj) amend existing provisions relating to the powers of the Board to bring the Constitution into line with best practice. The powers of the Board remain unchanged.
 18. Paragraph (kk) 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.
 19. Paragraphs (ll) up to and including (oo) amends Rules which deals with the grounds upon which a casual vacancy on the Board of the Club will arise.
 20. Paragraph (pp) [insert] adds a new Rule 36.19 which sets out the powers of the chairperson of a general meeting in more detail which reflects the general law.
 21. Paragraph (qq) simply amends the Heading to rule 36.37.
 22. Paragraph (rr) allows the Club to hold virtual meetings if ever required in the future which is allowed under the Corporations Act.
 23. Paragraphs (ss) and (tt) amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds a new Rule 48 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.
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SECOND SPECIAL RESOLUTION

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

(a) **inserting** the following new Rule 12.5:

"12.5 The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club."

(b) **inserting** the following new Rule 20A:

"20A. ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

20A.1 If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

20A.2 In respect of any suspension pursuant to Rule 20A.1, the requirements of Rules 20.1 to 20.2 shall not apply.

20A.3 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20A.1, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

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

(b) the period of suspension;

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

(d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rules 20.1 to 20.2.

20A.4 If a member submits a request under Rule 20A.3(d):

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

(b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.

20A.5 The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).

20A.6 This Rule 20A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 21 of this Constitution and the powers contained in section 77 of the Liquor Act."

Notes to Members on the Second Special Resolution

1. Paragraph (a) inserts a new rule 12,5 which clarifies that the Secretary of the Club can refuse admission to or terminate the membership of a Provisional member. A Provisional member is a person who has applied for membership of the Club and is awaiting a decision of the Board to approve the application. Once a Provisional member is approved as a member, they cease to be a Provisional member and this rule will not apply to them as it only applies to Provisional members. The powers in this rule will no doubt only be used where the behaviour and or conduct of a Provisional member is such that they should not be allowed to come into the Club or in the case of serious matters they should not be allowed to become a member of the Club.
2. Paragraph (b) will introduce new rules 20A.1 to 20A.7 giving additional power to the Secretary to discipline members and give a suspension for up to 12 months with the right in the member to request that the matter be heard before the Board in the usual way.

Dated: 5th June 2022

By direction of the Board



Bernie Brown