

ANNUAL GENERAL MEETING

MONDAY 30 OCTOBER 2023

FORSTER TUNCURRY MEMORIAL SERVICES CLUB LTD

Notice of Meeting

Notice is hereby given that the Annual General Meeting of the Forster Tuncurry Memorial Services Club Ltd will be held on club premises at Club Forster at 5.30pm on Monday 30 October 2023. All Members are invited to attend.

Doors will open at 4.45pm and no admittance will be permitted after the commencement of the meeting. Current membership cards must be shown to gain admittance. Food, refreshments & first-class entertainment will follow the meeting. Our entertainment for the evening will be The Mad Hatters Band, with a standout repertoire covering the classics through to the hits of today.

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Forster Tuncurry Memorial Services Club Limited will be held on the club premises, 19 Strand Street, Forster at 5.30 pm on Monday 30 October 2023 for the following purposes:

- 1. Apologies**
- 2. Confirmation of the Minutes of the Annual General Meeting held 31 October 2022**
- 3. To receive and adopt the 2023 Annual Report including the Financial Statements for the year ended 30 June 2023**
- 4. Notice of Ordinary Resolutions: To consider, and, if thought fit, to pass the following resolutions with such amendment, if any, as shall be determined at the meeting, as an Ordinary Resolution:**

ORDINARY RESOLUTION 1

That pursuant to the Registered Clubs Act 1976:

- The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following activities of Directors:
 - The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee Meeting on the day of that Meeting where the Meeting corresponds with a normal meal time;
 - (i.) Reasonable expenses incurred by Directors in relation to such other activities including entertainment of special guests to the Club;
(ii.) Expenses involved in attendance at Intra-Club activities, sponsorship of sporting events deemed by the Directors to be of benefit to the Club and/or the community and other promotional activities performed by Directors;
(iii.) Reasonable costs of Directors attending all functions and activities at the Club deemed by the Directors to be of benefit to the Club;
(iv.) Reasonable costs for attendance at functions with spouses where appropriate, and required, to represent the Club; with the expenses of any of the aforementioned activities to be approved by the Board before payment is made on the production of receipts, invoices or other proper documentary evidence of such expenditure;
 - Reasonable expenses for the provision of a Chairpersons Dinner once a year and on such other occasions as the Board might approve with the persons in attendance to comprise the Directors and their partners and persons chosen by the Chairperson who have supported the club during the relevant year and thereby promoted the success of the club;
 - The payment of Directors and Officers insurance cover premiums;
 - The Club to provide a uniform for Directors consisting of blazer, tie, trousers/skirt, shirt/blouse, sports jacket and cleaning expense of same;
 - That each Director be entitled to a specified parking space in the car park;
 - That each Director be entitled to be provided with an electronic device (for example a laptop computer, iPad, tablet or other similar device) and an electronic storage device (for example a flash drive or portable hard drive);
 - That each Director be entitled to be provided with external access to the internet.
- The members acknowledge that the benefits in paragraph (1) are not available to the members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

EXPLANATORY NOTE

Pursuant to the requirements of the Registered Clubs Act 1976, the Club is required at each Annual General Meeting to have members approve reasonable expenditure by the Club in relation to duties performed by the Directors.

To be passed, Ordinary Resolution 1 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 1 to the meeting.

ORDINARY RESOLUTION 2

That pursuant to the Registered Clubs Act 1976:

- The members hereby approve and agree to reasonable expenditure by the Club for professional development and education of Directors until the next Annual General Meeting being:
 - The reasonable cost of Directors attending the Australasian Hospitality and Gaming Expo, Australasian Gaming Expo and the Club's NSW Annual General Meeting and Conference;
 - The reasonable costs of Directors attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board from time to time;
 - The reasonable costs of Directors attending other clubs or similar types of business for the purpose of observing their facilities and methods of operation;
 - Attendance at functions with spouses where appropriate, and required, to represent the Club.
- The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

EXPLANATORY NOTE

Pursuant to the requirements of the Registered Clubs Act 1976, the Club is required at each Annual General Meeting to have members approve reasonable expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events including Australasian Hospitality and Gaming Expo, Australasian Gaming Expo and Clubs NSW Annual General Meeting and Conference and to visit other clubs to enable the Club's governing body to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.

To be passed, Ordinary Resolution 2 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 2 to the meeting.

ORDINARY RESOLUTION 3

Approval of Honoraria for Directors for the year 2022/2023.

That pursuant to the Registered Clubs Acts 1976: as amended, the members hereby approve and agree to the members of the Board during the period preceding this Annual General Meeting receiving Honoraria for the positions named and for the sums referred to below in respect of services rendered to the Club and the members further acknowledge that the Honoraria are not available to members equally but only those members elected to the Board of Directors of the Club:

- i. \$15,000 to the President;
- ii. \$10,000 to the Vice Presidents;
- iii. \$8,000 to each Director.

EXPLANATORY NOTE

Pursuant to the requirements of the Registered Clubs Act 1976, the Club is required to have the Honoraria for Directors approved by the members at the Annual General Meeting. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act. The level of Honoraria proposed is the same amount paid last year.

To be passed, Ordinary Resolution 3 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 3 to the meeting.

5. Notice of Special Resolution

To consider and if thought fit, pass the following resolution which is proposed as a Special Resolution:

SPECIAL RESOLUTION

The Special Resolution is to be read in conjunction with the Explanatory Note that the Constitution of the Forster-Tuncurry Memorial Services Club Limited be amended by:

- a. inserting the following new definitions in Rule 1(a) as follows:
"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.
"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.
"Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December."
- b. deleting Rule 2(a) and renumbering the remaining provision accordingly.
- c. inserting new Rule 17(b) and renumbering the remaining provisions accordingly:
b. "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 29(c) on the first day that they enter the Club's premises during that period."
- d. deleting renumbered Rules 17(c) and (d) and in their place inserting the following new Rules 17(c) and (d):
 - c. *"Temporary members are not entitled to:*
 - i. *Attend or vote at general meetings (including Annual General Meetings) of the Club;*
 - ii. *nominate for or be elected to the Board;*
 - iii. *vote in the election of the Board;*
 - iv. *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - v. *propose, second or nominate any eligible member for any office of the Club;*
 - vi. *propose, second or nominate any eligible member for Life membership.*
 - d. *The Secretary or senior employee then on duty may terminate the membership of any Temporary member and/or may refuse a person admission to the Club as a Temporary member at any time without notice and without having to provide any reason therefore;"*
- e. deleting Rules 19 and 20 and in their place inserting the following new Rules 19, 20, 20.2 and 20.3 as follows:
 19. *"Should a person who is admitted as a Provisional member not be elected to Ordinary 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.*
 20. *Provisional members are entitled to:*
 - a. *such playing and social privileges and advantages of the Club as the Board may determine from time to time; and*
 - b. *introduce guests into the Club if the Provisional member is an applicant for class of membership which is permitted to do so.*
 - 20.2 *Provisional members are not entitled to:*
 - a. *attend or vote at general meetings of the Club; or*
 - b. *nominate for or be elected to hold office on the Board;*
 - c. *vote in the election of the Board;*
 - d. *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - e. *propose, second or nominate any eligible member for any office of the Club;*
 - f. *propose, second or nominate any eligible member for Life membership.*
 - 20.3 *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."*
- f. deleting Rule 22(d) and in its place inserting the following new Rules 22(d) and (e) and renumbering the remaining provisions accordingly:
 - d. *"the email address of the applicant;*
 - e. *the telephone number of the applicant;"*

- g. deleting from Rule 23(d) the words "and address".
- h. deleting Rule 25 and in its place inserting the following new Rule 25:
25. *"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."*
- i. inserting new Rule 26A as follows:
26. A. *"Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time."*
- j. deleting the heading above Rule 28 and Rule 28 and in their place inserting the following new heading and Rule 28:
"NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS"
28. *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."*
- k. deleting Rule 29 and in its place inserting the following new Rule 29:
29. *"The Club shall keep the following registers:*
 - a. *A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:*
 - i. *the name in full;*
 - ii. *the address;*
 - iii. *the date of birth;*
 - iv. *the email address;*
 - v. *the telephone number;*
 - vi. *the date on which the entry of the member's name in the register is made; and*
 - vii. *the date on which that member last paid the annual fee for membership of the Club (excluding Life members).*
 - b. *A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:*
 - i. *the name in full or the surname and initials; and*
 - ii. *the address.*
 - c. *A register of persons who are Temporary members (other than Temporary members referred to in Rule 16(c) which shall be kept in accordance with Section 29(c) of the Registered Clubs Act. This register shall set forth in respect of each of those members:*
 - i. *the name in full or the surname and initials;*
 - ii. *the address; and*
 - iii. *the signature of the member.*
 - d. *A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:*
 - i. *the name in full or the surname and initials;*
 - ii. *the address;*
 - iii. *the date on which the entry of the guest's name in the register is made; and*
 - iv. *the signature of the member introducing the guest."*
- l. deleting Rule 30(a) and in its place inserting the following new Rules 30(a) and (b) and renumbering the remaining provisions accordingly:
 - a. *"Subject to Rule 30(a)(ii), the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:*
 - i. *In the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-law; or*
 - ii. *Is, in the reasonable opinion of the Board:*
 - 1. *guilty of any conduct prejudicial to the interests of the Club; or*
 - 2. *guilty of conduct which is unbecoming of a member.*
 - b. *The following procedures shall apply to disciplinary proceedings of the Club:*
 - i. *A member shall be notified of:*
 - 1. *any charge against the member pursuant to this Rule 30; and*
 - 2. *the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;*
 - 3. *the date time place of the meeting of the Board at which the charge is to be heard.*
 - ii. *The member charged shall be entitled to:*
 - 1. *attend the meeting for the purpose of answering the charge;*
 - 2. *submit to the meeting written representations for the purpose of answering the charge;*
 - 3. *call witnesses provided that:*
 - A. *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*
 - B. *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 hearing (and in particular and without limitation, the member must not act in an offensive or disruptive manner).*
 - iii. *If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it and impose any penalties, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by or on behalf of the member charged.*
 - iv. *After the Board has considered the evidence put before it, the Board may:*
 - 1. *immediately come to a decision as to the member's guilt in relation to the charge;*
 - 2. *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.*
 - v. *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*
 - vi. *The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 30.*

- vii. No motion by the Board to reprimand, fine or suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
 - viii. No motion pursuant to paragraph (vii) may be passed unless not less than seven (7) days notice has been given to each director of an intention to hear the charge and the date, time and place of such hearing.
 - ix. Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.”
- m. inserting the following new heading and Rules 31C to 31G inclusive:
- “ADDITIONAL POWERS OF SECRETARY*
- 31. C. 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 and including three(3) months. In respect of any suspension pursuant to Rule 31C, the requirements of Rule 30(a) shall not apply.
 - 31. D. If the Secretary (or his or her delegate) exercises the power pursuant to Rule 31C, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
 - a. the member has been suspended as a member of the Club; and
 - b. the period of suspension;
 - c. the privileges of membership which have been suspended; and
 - d. if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 30(a).
 - 31. E. If a member submits a request under Rule 31D(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 30(a);
 - 31. F. 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).
 - 31. G. This Rule 31 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 30(c) of this Constitution and the powers contained in section 77 of the Liquor Act.”
- n. inserting new Rules 34(d)(iv) to (ix) inclusive as follows:
- iv. “disqualified from managing any company under the Act;
 - v. of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - vi. 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;
 - vii. a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
 - viii. 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;
 - ix. is a director of another registered club.”
- o. inserting new Rule 34(f) as follows:
- f. “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.”
- p. deleting Rule 35(a) and in its place inserting the following new Rule 35(a):
- a. “The Board of Directors shall be elected biennially (that is every two (2) years) and in these Rules the term “Biennial General Meeting” shall mean the Annual General Meeting conducted every second year commencing with the Annual General Meeting in the year 2000 which will be the first Biennial General Meeting of the Club.”
- q. deleting from Rule 39 the words “calendar month” and in their place inserting the word “Quarter”.
- r. deleting from Rule 40 the words “five (5) members personally present” and in their place inserting the words “a majority of the members present”.
- s. inserting new Rule 45B as follows:
- 45. “B. In addition to Rule 45A, 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.”
- t. deleting Rules 46 to 48 inclusive and in their place inserting the following new Rules 46 to 48 inclusive:
- “MATERIAL PERSONAL INTERESTS OF DIRECTORS*
- 46. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:
 - i. declare the nature of the interest at a meeting of the Board; and
 - ii. comply with Rule 46(f).
 - 46. (b) 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:
 - i. must not vote on the matter; and
 - ii. must not be present while the matter is being considered at the meeting.
- REGISTERED CLUBS ACCOUNTABILITY CODE*
- 47. (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 47. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 47, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
 - 47. (b) For the purposes of this Rule 47, 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*
- 47. 2. The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
 - a. The top executive’s terms of employment; and
 - b. The roles and responsibilities of the top executive;
 - c. The remuneration (including fees for service) of the top executive;
 - d. The termination of the top executive’s employment.
 - 47. 3. Contracts of employment with top executives:

- a. Will not have any effect until approved by the Board; and
- b. Must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

47. 4. Subject to any restrictions contained in the Registered Clubs Act and Rule 47.6, 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.
47. 5. A "pecuniary interest" in a company for the purposes of Rule 47.4 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

47. 6. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- a. The Secretary or a manager; or
 - b. Any close relative of the Secretary or a manager;
 - c. 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

47. 7. The Club must not:
- a. Lend money to a director of the Club; and
 - b. 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

47. 8. 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.
47. 9. 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

47. 10. 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:
- a. any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - b. 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;
 - c. any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - d. 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.
47. 11. The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 47.10.

TRAINING DISCLOSURES

47. 12. The Club must make available to members:
- a. 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
 - b. the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.
47. 13. 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

47. 14. The Club must:
- a. 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
 - 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.

48. Deleted."

- u. inserting the following new Rule 50(a) and renumbering the remaining provisions accordingly:
 - a. "Dies."
- v. deleting renumbering Rules 50(d) and (e) and inserting the following new Rules 50(d) and (e) as follows:
 - d. "If he or she 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.
 - e. By notice in writing resigns from office as a director."
- w. inserting new Rules 50(k) to (q) inclusive:
 - k. "was not eligible to stand for or be elected or appointed to the Board.
 - l. cease to hold the necessary qualifications to be elected or appointed to the board.
 - m. is convicted of an indictable offence (unless no conviction is recorded).
 - n. is not a financial member of the Club.
 - o. is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.
 - p. is removed from office as a director in accordance with the Act and this Constitution.
 - q. does not hold a Director Identification Number (unless exempted from doing so)."
- x. deleting Rule 51 and in its place inserting the following new Rule 51:
 - 51. "The Board may appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Biennial General Meeting."
- y. deleting Rule 60(b)(ii).
- z. inserting new Rule 63A as follows:
 - 63. A. 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."*
- aa. inserting new Rules 67A to 67D inclusive:
- 67. *"A. 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.*
 - 67. *B. 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.*
 - 67. *C. 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.*
 - 67. *D. 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."*
- bb. deleting Rule 76 and in its place inserting the following new Rules 76 to 77B:
- 76. *"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.*
 - 77. *Where a notice is sent to a member in accordance with Rule 76(a), the notice is deemed to be received on the day it is given to the member.*
 - 77. *A. Where a notice is sent to a member in accordance with Rules 76(b) and 76(c) the notice is deemed to be received on the day it is given to the member.*
 - 77. *B. Where a notice is sent to a member in accordance with Rule 76(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."*
- cc. inserting the following new heading and Rules 80 and 81:
- "MEETINGS AND VOTING**
- 80. *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.*
 - 81. *If there is any inconsistency between Rule 80 and any other provision of this Constitution, Rule 80 shall prevail to the extent of that inconsistency."*
- dd. By 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.
- ee. By making the following typographical correction to the Memorandum of Association and the Rules of the Club:
- change the word, "finds" to "funds" in 3 (g) of the Memorandum of Association
 - Rule 17 (c) should read "Temporary members are not entitled to",
 - Rule 20.2 should read "Provisional members are not entitled to",
 - add in the words, "and on the Club's website" after the words, "Notice Board" in Rule 54 (b) and add in the words, "or on the Club's website" after the words, "Notice Board" in Rule 54 (c).
 - by changing the reference to the second 65 (a) to 65 (b) and changing (b) and (c) to (c) and (d) and replacing "chairman" with "chairperson" in Rules 65 and 67.
 - by deleting the word, "premises" in Rule 69 (e) and replacing it with the words, "Notice Board".

NOTES TO MEMBERS ON SPECIAL RESOLUTION

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (RCA).
2. Paragraphs (a) and (b) insert new definitions used in the Constitution.
3. Paragraphs (c) and (d) relate to changes to Temporary membership to bring the Constitution into line with the RCA.
4. Paragraph (e) relates to Provisional membership including removing the 6-week time limit on a person's application for Provisional membership.
5. Paragraphs (f) and (g) deal with amendments to the RCA which remove the requirement to obtain details of a new member's occupation and having to put the address on the noticeboard for a new member. The Club will also collect the email address and mobile number for new members.
6. Paragraphs (h) and (i) amend existing provisions relating to annual subscriptions and other payments by members to bring the Constitution into line with the RCA.
7. Paragraph (j) clarifies that every member must advise the Club of any change to their personal details (including their address, email address and telephone number).
8. Paragraph (k) amends an existing provision relating to the register of members and guests to bring the Constitution into line with the RCA.
9. Paragraph (l) amends existing provisions relating to disciplinary proceedings to bring the Constitution into line with best practice.
10. Paragraph (m) inserts new Rules 31C to 31 G inclusive which gives the Secretary the power to issue a suspension of membership for a period of up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.
11. Paragraph (n) extends the circumstances whereby a member will not be eligible to nominate for or be elected to the Board.
12. Paragraph (o) inserts a new Rule 34(f) which requires all directors to have a Director Identification Number as required under the Corporations Act.
13. Paragraph (p) simply removes an historical reference to annual elections of the Board.
14. Paragraph (q) amends existing rule to allow the Board to meet whenever required but at least 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.

15. Paragraph (r) amends the quorum requirement for Board meetings. The old Rule 40 provided that the quorum necessary for Board meetings was five (5) members of the Board. The new quorum requirement will be at all times a majority of the directors on the Board. That is, if the Board consists of nine (9) persons, the Board will still need to have at least five (5) members present to transact a valid meeting. However, if the Board only consists of seven (7) persons at the time of a Board meeting, the quorum for a Board meeting will be four (4) directors (being a majority of the seven directors).
16. Under the old Rule 40, even if the Board only consists of five persons at the time of a meeting, all five persons would have to be in attendance to hold a valid meeting. This can cause practical difficulties for the Board if for example a director is ill or out of town. The proposed change simply provides a bit of flexibility for the Board to continue to meet and transact business if there are fewer persons on the Board at the time but protects the integrity of the Board by always requiring a majority of directors for the quorum.
17. Paragraph (s) clarifies that the Board can pass board resolutions by way of email. This is permitted by the Corporations Act.
18. Paragraph (t) inserts provisions relating to corporate governance and accountability to bring the Constitution into line with the Corporations Act, Registered Clubs Act and Registered Clubs Regulation.
19. Paragraphs (u), (v) and (w) extend the circumstances upon which a casual vacancy on the Board of the Club will arise, to accord with the requirements of the Corporations Act and best practice. For example, the new Rule 50(d) provides that a director will vacate the Board if that director is absent from meetings of the Board for a continuous period of 90 days (unless the Board resolves the office not be vacated due to the absence).
20. Paragraph (y) amends the power in members to call a general meeting of the Club to reflect the Corporations Act ("CA"). Previously the CA provided that the lesser of 100 or 5% of voting members could call on the Board to convene a general meeting of the Club. The 100-member provision has now been deleted from the CA and the minimum now required to sign a request to call on the Board to convene a general meeting is at least 5% of the voting members of the Club.
21. Paragraph (z) inserts a new Rule 63A which sets out the powers of the chairperson of a general meeting in more detail which reflects the general law.
22. Paragraph (aa) inserts new Rules 67A to 67D 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.
23. Paragraphs (bb) and (cc) amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds new Rules 80 and 81 which reflect recent changes to the RCA including allowing the Club to send notice of a general meeting and documents relating to a meeting electronically.
24. Paragraph (dd) permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.
25. Paragraph (ee) makes a number of typographical corrections.

To be passed, the Special Resolution must receive votes from not less than three quarters of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.

Amendments to the Special Resolution (other than minor typographic corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.

The Board recommends the Special Resolution to the meeting.

6. Any other business of which due notice has been given.

7. Close.

NOTICE TO MEMBERS

In February 2022, the Corporation's Amendment Act 2022 came into effect. The new laws establish a more practical and simpler system for members to decide whether to receive company documents in physical or electronic form.

The Company, in accordance with this legislation elects to send meeting notices and other Company-related documents to members electronically (email or SMS) as a default option unless members have elected to receive such information in a physical form by mail. Members who make this election must do so in writing, by emailing the Chief Executive Officer (peter.clarke@clubforster.com.au) or phoning (02 6591 6591) by 22 September, 2023. Members who make this election, it will remain a standing election for future financial years.

Alternatively, members may access and/or download a copy of the Annual Financial Report and all other Company-related documents from the Club's website at clubforster.com.au or sportiestuncurry.com.au, which will be available on or after 25 September, 2023.

Members requiring clarification of any matter appertaining to the Club's Annual Report are requested to give your question in writing to the Chief Executive Officer no later than Wednesday 18 October, 2023 so that your query can be fully considered and answered at the meeting.

Dated 15 September, 2023

By Direction of the Board



P. V. Clarke FCPA
Chief Executive Officer/Company Secretary