

**LEICHHARDT BOWLING AND RECREATION CLUB LIMITED**  
**(ACN 000 896 560)**

**EXPLANATORY MEMORANDUM FOR PROPOSED NEW CONSTITUTION**

Enclosed with this Memorandum is a Notice of General Meeting of the Club to be held on **22/12/2024**.

At the General Meeting the members will be asked to consider and if thought fit pass a Special Resolution to adopt a new Constitution to replace the existing Memorandum and Articles of Association.

This Explanatory Memorandum is to assist members to understand the proposed new Constitution and why it is appropriate to adopt it.

Members who wish to review the proposed new Constitution can inspect it at the Club where it is prominently on display on the Club Notice Board together with a copy of the existing Memorandum and Articles of Association.

Members may also obtain a copy of the proposed new Constitution and the existing Memorandum and Articles of Association upon request at the Club's office.

The existing Memorandum and Articles of Association of the Club were adopted in 1971. Although they have been amended in a piecemeal fashion over time, the Club's lawyers have advised that in many respects the existing Memorandum and Articles of Association are significantly out of date and do not strictly comply with what is contained in the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act or their respective Regulations.

A summary of the proposed new Constitution and its principal features is set out below. **Significant variations from the existing Memorandum and Articles of Association have been set out in bold.** However, there are many additional new provisions which reflect the requirements of various pieces of legislation which impact on the Club. These have not been set out in bold.

**NAME**

1. Rule 1 states that the name of the company is Leichhardt Bowling and Recreation Club Limited.

**PRELIMINARY**

2. Rule 2.1 states that the Club is a company limited by guarantee and a non-proprietary company.
3. Rule 2.2 provides that the company is established for the purposes set out in the Constitution.
4. Rule 2.3 provides that the replaceable rules referred to in the Corporations Act are displaced or modified as provided in the Constitution.
5. Rule 2.4 provides that every member must comply with the Constitution and any By-laws of the Club.
6. Rule 2.5 provides that the Constitution has the effect of a contract between the Club and each member; and between the Club and each Director; and each member and each other member.
7. Rule 2.6 provides that the Club must supply a member with a copy of the Club's Constitution if a copy is requested by a member as prescribed by the Corporations Act.

**DEFINITIONS**

8. Rule 3 sets out definitions and terms used in the proposed new Constitution.

**OBJECTS**

9. Rule 4 sets out the objects for which the Club was established.
10. The objects reflect those in the existing Memorandum and Articles of Association. However, slight alterations have been made to bring the objects into line with the Liquor Act and Registered Clubs Act.

**WINDING UP AND MEMBER'S LIABILITY**

11. Rule 5 states that the liability of the members is limited. That limit is \$5.00 as set out in Rule 6.
12. Rule 6 provides that each member of the Club undertakes to contribute such amount as may be required not exceeding \$5.00 if the Club is wound up and the assets of the Club are insufficient to discharge the liabilities. This undertaking continues for a period of 12 months after the person ceases to be a member.
13. Rule 7 provides that on the winding up of the Club, if there remains any assets after the satisfaction of all debts and liabilities, those assets shall not be distributed among the members but shall be given or transferred to another institution having objects similar to that of the Club and which has a prohibition on distribution of its assets to members to the same extent as the Club. **The institution is to be determined by the members in a general meeting by way of an ordinary resolution at or before the Club is dissolved.**

**PROPERTY AND INCOME**

14. Rule 8.1 provides that the property and income of the Club must be applied solely towards the promotion of the objects of the Club.
15. Rules 8.2 and 8.3 set out specific requirements of the Registered Clubs Act in relation to benefits available to members.
16. Rule 8.4 provides that a director of the Club can not be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
17. Rule 8.5 provides that the payment in good faith of reasonable and proper remuneration to any officer, employee or to any member of the Club for services actually rendered, or the payment of rent or interest on money lent is not prohibited.
18. Rule 8.6 specifies that a director shall not receive from the Club remuneration or any other benefit in money or monies worth except by way of an honorarium and reasonable out of pocket expenses.

**LIQUOR & GAMING**

19. Rules 9.1 and 9.2 provide that liquor shall only be supplied to persons of or over the age of 18 years in accordance with the Registered Clubs Act and Liquor Act.
20. Rule 9.3 states that a person using the gaming facilities of the Club must be of or over the age of 18 years.
21. Rules 9.4 to 9.6 inclusive prohibit a person associated with the Club from receiving direct or indirect benefits including but not limited to monetary payments or commissions from liquor sales and/or the use of poker machines at the Club.
22. **Rule 9.7 allows the Club to implement and enforce its liquor and gaming policies including preventing a member from entering the Club's premises.**

**MEMBERSHIP**

23. Rule 10.1 states that no person under the age of 18 years is to be admitted as a member of the Club.
24. Rule 10.2 sets out the categories of Full membership of the Club as Bowling members, **Social members** (currently referred to as "Non-Bowling members" in the existing Articles), Junior members; and Life members.
25. **The category of Non-Bowling members has been renamed as Social members which reflects the current practice of the Club.**
26. Rule 10.3 provides that persons who are not Full members may be admitted to the Club as Provisional members, Honorary members, or Temporary members.
27. Rule 10.4 provides that the number of full members having the right to vote in the election of the Board shall not be less than the minimum number of full members required by the Registered Clubs Act.
28. **Rule 10.5 provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution and without the need for a separate special resolution to be passed by members of that class of membership.**

***Bowling Members***

29. Rules 10.6 and 10.7 set out the eligibility requirements and the entitlements of Bowling members. Bowling members continue to have playing and voting rights which reflect the existing Articles and practice of the Club.
30. Bowling members will continue to be able to nominate for, and be elected or appointed to, the Board subject to eligibility rules in Rule 27.

***Social Members***

31. Rules 10.8 to 10.10 inclusive set out the eligibility requirements and the entitlements of Social members.
32. Social members continue to have social and voting rights which reflect the existing Articles.
33. **Subject to eligibility rules in Rule 27, up to two (2) Social members may now be directors of Club. Accordingly, Social members may now nominate for and be elected to the Board. However, Social members cannot hold the position of Chairperson or Vice Chairperson.**

***Junior members***

34. Rules 10.11 to 10.14 set out the eligibility requirements for, and the rights and entitlements of, Junior members which reflect the existing Articles.

***Life Members***

35. Rules 10.14 to 10.20 inclusive set out the eligibility requirements and the entitlements of Life members which reflect the existing Articles and practice of the Club.

***Transfer between classes of membership***

36. Rules 11.1 to 11.5 inclusive provide for the transfer of members between classes of membership.

***Provisional Members***

37. Rule 12 deals with Provisional membership. Any person may apply for Provisional membership upon entering the Club, completing and submitting to the Club the appropriate membership form and paying the membership subscription in advance. A Provisional member is entitled to use the facilities of the Club pending a determination by the Board on that person's suitability for membership.

***Honorary and Temporary Members***

38. Rule 13 deals with Honorary membership in a way that is consistent with the Registered Clubs Act.
39. Rule 14 deals with Temporary membership in a way that is consistent with the requirements of the Registered Clubs Act.
40. **The Constitution no longer refers to Temporary members needing to live more than 5km from the Club. This requirement has been removed from the Registered Clubs Act. Rather the Board may set a minimum distance for Temporary membership (if it chooses).**

***ELECTION OF MEMBERS***

41. Rule 15 deals with the system of electing members to the Club.
42. **Rule 15 introduces a new system of making application for membership of the Club.**
43. Under the existing Articles every candidate for membership must be proposed by one and seconded by another member of the Club. The proposed new Constitution introduces a new system that no longer requires a proposer or seconder. Applicants for membership will only be required to supply proof of their identity at the time of submitting their applications for membership. There is no requirement in the Registered Clubs Act or the Corporations Act for new members to be proposed and seconded by existing members.

***JOINING FEES, SUBSCRIPTIONS AND LEVIES***

44. Rule 16 deals with joining fees, subscriptions and levies. Subscriptions shall be due and payable on a date determined by the Board from time to time. Renewal notices must be sent to all members.
45. **The minimum subscription of \$5.00 has not been retained. The Registered Clubs Act no longer requires clubs to charge a minimum annual subscription. Rather Rule 16 allows the Board to determine the subscription payable by members.**

***NON-FINANCIAL MEMBERS***

46. Rule 17 sets out the rights and privileges that non-financial member are not entitled to.
47. **As the Registered Clubs Act no longer requires members to pay an annual subscription, the definition of non-financial member (in the definitions contained in Rule 3.1) has been expanded to include a member who fails to renew their membership if and when required by the Board.**

***REGISTERS OF MEMBERS AND GUESTS***

48. Rule 18 sets out the registers the Club is required to maintain in respect of Full, Honorary and Temporary members as well as guests of members over the age of eighteen years. This is consistent with the Registered Clubs Act.

**ADDRESSES OF MEMBERS**

49. Rule 19 requires members to advise the Club of any change in their address and contact details as soon as is practicable to ensure compliance with the Registered Clubs Act and to keep Club records up to date.

**DISCIPLINARY PROCEEDINGS**

50. Rule 20 deals with powers of the Board to discipline members. The provisions are more comprehensive than the existing Articles however, they reflect the existing Articles.
51. Rule 20 no longer requires disciplinary proceedings to occur within 6 months of the relevant facts coming to the attention of the Board.
52. Rules 20.5 to 20.9 are new provisions which give the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or 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. If the Club receives such a request from a member, the member will be entitled to attend a full disciplinary hearing with the Board.
53. Rule 21 introduces new provisions to clarify that the Board may, by resolution, delegate its disciplinary powers to a disciplinary committee comprising three (3) directors. The Board retains the power to review a decision of a disciplinary committee provided the Board follows the procedures set out in Rule 20 and provided further that the member is notified that the Board is reviewing a decision of the disciplinary committee within 42 days of the date on which the disciplinary committee meeting was held.
54. Rule 22 clarifies that any member suspended pursuant to Rules 20 or 21 shall cease to be entitled to the rights and privileges of membership, which include the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.
55. Rule 23 deals with the power given to the Secretary and employees of the Club under the Liquor Act to remove any person who, when on the premises of the Club, is then intoxicated, violent, quarrelsome, disorderly or smoking in a smoke free area and to prevent that person from returning to the Club. These powers given to the Secretary and employees are no wider than those given under the Liquor Act.
56. Rule 24 deals with the procedure for a member to resign from the Club.

**GUESTS**

57. Rule 25 deals with guests and reflects the provisions of the Registered Clubs Act.
58. Every guest must be introduced by a member and that member must complete and sign the Guests Register in order for that guest to enter the Club. The only exception to this is in relation to a guest who is a minor. A minor may be admitted as a guest of a member without the member having to complete the Guests Register. However, the minor (like any other guest) must remain in the reasonable company of that member at all times while on the premises of the Club.

**PATRONS**

59. Rule 26 states that the Club may appoint patrons from time to time and sets out the membership status of a patron who is not a member.

**BOARD OF DIRECTORS**

60. Rule 27.1 provides that the Board will consist of seven (7) directors comprising of a Chairperson, a Vice Chairperson and five (5) ordinary Directors.
61. This is a reduction from the existing Articles which provides that the Board is to consist of 8 directors comprising a Chairman, 3 Deputy Chairman, a Treasurer and 3 directors.
62. The Role of Treasurer has not been retained as all directors have a duty to understand the finances of the Club.
63. Rule 27.2 also inserts new provisions which clarify that Board has the power to appoint up to two (2) directors to the Board (Board Appointed Directors) in accordance with the Registered Clubs Act and Registered Clubs Regulations. In this regard:
- (a) The Registered Clubs Act and Registered Clubs Regulations enable boards to appoint up to two (2) Board Appointed Directors.
  - (b) The power to appoint Board Appointed Directors is intended to allow boards to identify persons with particular skills, expertise and experience which may be beneficial to the registered club and allow the Board to appoint those persons to the Board.
  - (c) The provisions of the Registered Clubs Act and Registered Clubs Regulations (being the power referred to appoint Board Appointed Directors) will apply irrespective of whether or not the Constitution contains provisions expressly stating the Board can appoint Board Appointed Directors.
  - (d) Although it is not legally required to do so, the Board believes that it is prudent for the power to appoint Board Appointed Directors to be incorporated into the Constitution, so members are aware of the provisions and their operation.
  - (e) The provisions to be inserted into the Constitution reflect the Registered Clubs Act and Registered Clubs Regulations and do not provide the Board with any powers over and above those contained in the Registered Clubs Act and Registered Clubs Regulations.
  - (f) For the avoidance of doubt:
    - (i) The Board Appointed Directors are in addition to the seven (7) directors elected by members or appointed by the Board to fill casual vacancies; and
    - (ii) The Board is not required to appoint any Board Appointed Directors, but it may do so if it wishes.
    - (iii) Any person appointed by the Board as a Board Appointed Directors only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in the Constitution.
    - (iv) If a person is appointed to the Board, the Club must, within twenty-one (21) days of the appointment, display a notice on the Club's noticeboard and website stating the reasons for the person's appointment, the person's relevant skills and qualifications and any payments to be made to the person in connection with his or her appointment.
64. Rule 27.3 provides that the Board will be elected in accordance with the "Triennial Rule" which is from Schedule 4 of the *Registered Clubs Act* (and is set out in Rule 28.1). This

is a significant change from the current system, whereby the entire Board is elected annually for a one year term. The operation of the Triennial Rule is set out in Rule 28.1. A full explanation of the Triennial Rule is set out in Paragraph 72 to 81 of this explanatory memorandum below.

#### **ELIGIBILITY**

65. Rule 27.4 provides that Life members, Bowling members and Social members can nominate for and be elected to the Board. This is an amendment to the existing Articles which only allows Life members and Bowling members to stand for or be elected to the Board. The right of Social members to be elected for the Board is limited to a total of 2 directors on the Board. Social members are unable to hold the position of Chairperson or Vice Chairperson.
66. Rule 27.5 and 27.6 introduce new requirements for Bowling and Social members to be nominated for and elected to the Board that are not in the existing Articles. These requirements depend on whether a member is an "Active Bowler" or is nominated by an "Active Bowler(s)". The term Active Bowler is a new term and not found in the existing Articles. An active Bowler is defined in Rule 3 as a Bowling member who has in the twelve (12) months immediately preceding the closing date of nominations for election to the Board:
- (a) played at least three (3) pennant games; or
  - (b) played at least three (3) Club championship games; or
  - (c) coached, managed, or umpired in an executive capacity as determined by the bowls committee for the Club; or
  - (d) who has satisfied the Board that they were unable to do the activities in (a), (b) or (c) above due to accident, illness or physical disability.
67. Rule 27.5 introduces new requirements for a Bowling member to be nominated for the Board. A Bowling member may be nominated for the Board by one of the three (3) following ways:
- (a) Method 1, the Bowling member is:
    - (i) an Active Bowler; and
    - (ii) a Bowling member of the Club for at least five (5) continuous years since their last election to Bowling membership;
    - (iii) nominated by two (2) Bowling members; or
  - (b) Method 2, the Bowling member is:
    - (i) a Bowling member of the Club for at least five (5) continuous years since their last election to Bowling membership; and
    - (ii) nominated by two (2) Active Bowlers; or
  - (c) Method 3, the Bowling member is:
    - (i) a Bowling member of the Club; and
    - (ii) nominated by ten (10) Active Bowlers.
68. Rule 27.6 sets out the requirements for a Social member to be nominated for the Board. A Social member may be nominated for the Board by one of the two (2) following ways:

- (a) **Method 1, the Social member is:**
    - (i) a Social member of the Club for at least three (3) continuous years since their last election to Social membership; and
    - (ii) nominated by two (2) Active Bowlers; or
  - (b) **Method 2, the Social member is**
    - (i) a Social member of the Club; and
    - (ii) nominated by 10 Active Bowlers.
69. **Rule 27.7 provides that there can be no more than 2 Social members on the Board at any time. This is a change from the existing Articles which provides only Life members and Bowling members may be directors of the Club.**
70. **Rule 27.8 provides the further criteria for a member's eligibility to stand for the Board. Rule 27.8 retains restrictions in the existing Constitution, but includes additional eligibility criteria by providing that a member who:**
- (a) is an employee of the Club; or
  - (b) is currently under suspension;
  - (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) 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;
  - (h) was an employee of the Club during the two (2) years immediately preceding the proposed date of election or appointment to the Board.
  - (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) is a director of another registered club
- shall not be eligible to stand for or be elected or appointed to the Board.
71. **Rule 27.9 provides that any person who is elected or appointed to the Board must complete the mandatory training for directors, as required by the Registered Clubs Act.**

### ***ELECTION OF BOARD***

#### **Triennial Rule**

72. **Rule 28.1 sets out that the Board shall be elected in accordance with the Triennial Rule.**



73. The Triennial Rule will take effect from the 2024 Annual General Meeting (to be held in late 2024 or 2025 if necessary) (the "2024 AGM") and the directors elected to office at the 2024 AGM will be the first directors elected under the Triennial Rule.
74. The Triennial Rule provides for three (3) year terms of office for directors, with approximately one third of the Board to be elected each year.
75. For this purpose, the directors are divided into three (3) groups. Each group has to be as nearly as practicable equal in number. As the Board consists of seven (7) directors when the triennial rule is adopted, there will be one (1) group of three (3) directors and two (2) groups of two directors. Under this scenario, Group 1 will consist of three (3) directors and Groups 2 and 3 will each consist of two (2) directors.
76. In each year, a different group retires. Group 1 retires in the first year, Group 2 retires in the second year, Group 3 retires in the third year, and Group 1 retires in the fourth year, Group 2 in the fifth year and so on.
77. In the first year of the triennial rule's operation, lots are drawn to allocate the directors to different groups. Those directors allotted to Group 1 will only hold office for one year. Directors allotted to Group 2 will only hold office for two years. Directors allotted to Group 3 will be the only directors who, elected in the first election, are elected to office for three years.
78. Directors whose term of office has come to an end are, subject to the Constitution, eligible for re-election for a further three (3) year term.

**Why does the Board recommend the introduction of the Triennial Rule?**

79. The Triennial Rule provides for continuity and greater stability on the Board while still allowing for a third of the Board to change each year.
80. The laws relating to registered clubs are becoming far more complex. The Club operates under the provisions of the *Corporations Act*, *Registered Clubs Act*, *Liquor Act*, *Gaming Machines Act* and their associated regulations as well as many other laws. It is becoming increasingly difficult for a director to acquire the requisite knowledge without guidance from more experienced directors and from educational programs.
81. The Triennial Rule also provides the opportunity to pass valuable knowledge between directors. The Club invests considerable time and resources in training Club directors, who currently may only sit for one term. Accordingly, the Triennial Rule would allow Club directors to continue to professionally develop and in turn offer their expertise to the Club over a three (3) year term.

**Conduct of the Election**

82. Rule 28.2 sets out the system for electing the Board of Directors. The provisions are more comprehensive than the existing Articles. However, they broadly reflect the existing Articles and the established practice of the Club. Additionally, Rule 28.2 now requires:
  - (a) Nominations to close at least 7 days before the Annual General Meeting;
  - (b) Notice of the date of the close of nominations to be placed on the Notice Board 21 days before the Annual General Meeting;
  - (c) A candidates name and their proposer to be placed on the Club's Notice Board;
  - (d) If there are insufficient nominees for positions on the Board the unfilled positions will be casual vacancies to be filled by the Board;

- (e) If an election is required, at least 5 days before the commencement of voting the Club must display a notice on the Club's website and Notice board setting out how the election will be conducted;
83. **Rule 28.3 provides that as soon as practical after the Annual General Meeting the Board will meet and elect from amongst themselves a Chairperson and Vice Chairperson both of whom must be Bowling members. This is a change from the existing Articles which provides the members directly elect the positions of Chairperson and Vice Chairperson.**

#### ***POWERS OF THE BOARD***

84. Rule 29 deals with the Board's powers more comprehensively than the existing Constitution. The power of the Board to dispose of Club land has been amended to clarify that the power is subject to the requirements of the Registered Clubs Act and the Liquor Act.

#### ***PROCEEDINGS OF THE BOARD***

85. Rule 30 deals with proceedings of the Board and broadly reflect the existing Articles.
86. The Chairperson may at any time and the Secretary shall upon the request of not less than three (3) directors convene a meeting of the Board.
87. The quorum for a meeting of the Board is four (4) directors present.
88. All decisions of the Board are determined by a majority vote. In the case of an equality of votes the chairperson of the meeting has a second or casting vote.
89. **Rule 30.7 now provides that a meeting of the Board can be held using technology.**
90. **Rule 30.9 allows a resolution to be passed by all directors voting in favour of a resolution by email.**

#### **MATERIAL PERSONAL INTERESTS OF DIRECTORS AND REGISTERED CLUBS ACCOUNTABILITY CODE**

91. Rules 31 and 32 deal with the Club's accountability and corporate governance requirements under the Corporations Act and Registered Clubs Act.

#### **REMOVAL FROM OFFICE OF DIRECTORS**

92. Rule 33 provides that the members in general meeting may by ordinary resolution remove any director, or the whole Board, before the expiration of their period of office and appoint another person or persons in their place. This is consistent with the Corporations Act and the existing Constitution.

#### **VACANCIES ON THE BOARD**

93. Rule 34.1 clarifies how a vacancy on the Board arises.
94. Rule 34.3 states that the Board has the power to fill a casual vacancy. Any person appointed to fill a casual vacancy will hold office only until the next Annual General Meeting.

#### **GENERAL MEETINGS**

95. Rules 35.1 to 35.53 inclusive relate to the calling and holding of general meetings (and Annual General Meetings) of the Club. The Rules are consistent with the existing Constitution, however, they are more comprehensive than the existing Constitution.

96. **The provisions relating to members requesting general meetings of the Club have been amended.**
97. The existing Articles permit 20 members or members with at least 25% of the votes that may be cast to request a general meeting of the Club. This does not reflect the requirement of the Corporations Act. **The Corporations Act permits 5% of the voting membership to request a general meeting and the proposed new Constitution reflects the Corporations Act.**

#### **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

98. Rules 35.19 to 35.44 inclusive relate to attendance and voting at general meetings.
99. Proxy voting is not permitted. This is a requirement of the Registered Clubs Act.
100. Every member eligible to vote, either by show of hands or a poll, is entitled to one vote. Voting shall be on a show of hands unless a poll is demanded.
101. A member, who is also an employee of the Club, is not permitted to vote. This is a requirement of the Registered Clubs Act. All questions and resolutions (other than Special Resolutions) shall be decided by a simple majority of votes.

#### **QUORUM AT GENERAL MEETINGS**

102. Rules 35.45 to 35.49 inclusive detail the quorum required for general meetings. These Rules are consistent with the existing Articles. No business may be transacted at a general meeting unless a quorum of members is present.
103. Rule 35.46 states that at any general meeting convened by the Board, 25 members present in person and eligible to vote constitute a quorum.
104. Rule 35.47 states that if a general meeting is requisitioned by members, the quorum will be 25 members.
105. Rule 35.48 and 35.49 set out the procedure to be followed if a quorum is not present.

#### **MEMBERS' RESOLUTIONS AND STATEMENTS**

106. Rule 36 provides for members' resolutions and statements by members and sets out the procedure for members to require the Board to include an item of business or notice of motion in the business of an Annual General Meeting.
107. The Board retains the discretion as to whether to include items of business or notices of motion from individual members in the business of the Annual General Meeting.
108. Rules 36.2 to 36.19 set out the procedure for members to compel the Board to include a statement or a notice of motion in the business of a General Meeting. The existing Articles allow 20 members or members with at least 25% of the votes that may be cast to compel the Board to give notice of a member's resolution or statement. This does not reflect the requirement of the Corporations Act. **The Corporations Act permits 100 members or 5% of the voting membership to require a members' resolution or statement to be included in a notice of general meeting and the proposed new Constitution reflects the Corporations Act.**

#### **MINUTES**

109. Rule 37 provides that minutes of all resolutions and proceedings at general meetings must be entered in the Minute Book within one month of the meeting and signed by the chairperson of that meeting or the chairperson of the next succeeding meeting.

**ACCOUNTS**

110. Rule 38 deals with the accounts and reporting to members and is consistent with the Corporations Act and Registered Clubs Act.

**FINANCIAL YEAR**

111. Rule 39 provides that the financial year of the Club shall commence on the first day of July in each year and will end on the last day of June in the following year. There is no change to the financial year of the Club.

**AUDITOR**

112. Rule 40 requires the Club to appoint an auditor. The auditor holds office until removed by the members in general meeting or resigns from office or dies. This is a requirement of the Corporations Act.

**SECRETARY**

113. Rule 41 requires the Board to appoint one Secretary who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

**EXECUTION OF DOCUMENTS**

114. Rule 42 deals with execution of documents and the common seal of the Club.

**NOTICES**

115. Rule 43 deals with the requirements of giving notice to members and it reflects the requirements of the Corporations Act. However, the provisions have been updated to allow for greater use of electronic notification, eg by email and text messages and use of the Club's website.
116. **As part of this update, the default position under the new Constitution will be that members will be notified of meetings by electronic means and if a member has not provided a means for electronic notification, they will be notified by a notice published on the Club's website. A member will still be able to be notified by post by asking the Club for this.**

**INDEMNIFICATION OF OFFICERS**

117. Rule 44 deals with the insurance and indemnification of the officers and auditors of the Club in accordance with the Corporations Act.

**INTERPRETATION**

118. Rule 45 provides that a decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club

**AMENDMENTS TO CONSTITUTION**

119. Rule 46 provides for amendments to the Constitution. The Constitution can only be amended by way of Special Resolution passed at a general meeting of members. Life members, financial Bowling members and financial Social members shall be the only members eligible to vote on any Special Resolution to amend the Constitution.

**MEETINGS AND VOTING**

120. Rule 47 reflects the new requirements of the Registered Clubs Act, which allows the Club to utilise electronic means to distribute documents and hold meetings if the Board determines this to be in the best interests of the Club.

It is hoped that this summary will provide members with sufficient background and information to enable them to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, they are invited to raise their questions either with the Chairperson or the Secretary of the Club who if necessary will obtain advice from the Club's lawyers to pass back to the member.

The Board of the Club considers that the proposed new Constitution as being a significant improvement on the existing Constitution and recommend that members vote in favour of the Special Resolution.

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

Dated:

1/12/2024

  
\_\_\_\_\_  
**Baz Compton**  
General Manager