

# AGM NOTIFICATION

## ANNUAL GENERAL MEETING

SUNDAY 26th NOVEMBER, 2023

In the Club at 10.30am

Current membership card must be produced to gain entry into Meeting and member MUST be financial.

### QUESTIONS REGARDING FINANCIAL ACCOUNTS

Members wishing to ask questions regarding finance at the Annual General Meeting are asked to convey those questions to the General Manager by Sunday 12th November 2023. This will allow staff time to carry out the necessary research, thus precise answers being given and time saved at the Meeting.

Changes to Section 314(1AB) of the Corporations Act 2001 advised in the Corporations Legislative Amendment (Simpler Regulatory System) Act (2007) allow clubs to send an Annual Report to only those members who elect to receive a printed copy. All members may view or download a copy of the Annual Report 2023 from the Warilla Sports Club Ltd website at: [www.thesporties.com.au](http://www.thesporties.com.au)

### BUSINESS AGENDA

- (a) Confirm the Minutes of the 2022 Annual General Meeting.
- (b) Receive the President's Report and Directors' Report
- (c) Receive and consider the Income and Expenditure Account, the Balance Sheet and the report of the Auditors.

(Members are referred to the Notice for Members to elect to receive a printed copy of the Financial Reports accompanying this Notice of Meeting).

The Financial Reports are available on the Club's website at [www.thesporties.com.au](http://www.thesporties.com.au)

- (d) Consider the Notices of Motion and deal with any other Business of which due notice has been given.
- (e) Deal with any other business that the meeting may approve of which due notice has not been given.

IT IS INTENDED THAT AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SUNDAY NOVEMBER 26TH 2023 AT 10:30am AT THE WARILLA SPORTS CLUB.

54 MCGREGOR AVENUE, BARRACK HEIGHTS, THE FOLLOWING RESOLUTION WILL BE PROPOSED AS AN **ORDINARY RESOLUTION**. (please see over page)

**NOTICE IS HEREBY GIVEN THAT THE FOLLOWING RESOLUTION WILL BE PROPOSED AS AN ORDINARY RESOLUTION AT THE AGM ON SUNDAY 26TH NOVEMBER 2023.**

**DIRECTORS' BENEFITS**

That pursuant to the Registered Clubs' Act, the members hereby approve and agree to the members of the Board during the twelve (12) months period preceding the 2024 Annual General Meeting receiving the following benefits and the members further acknowledge that the benefits outlined in sub – paragraph (i) to (viii) are not available to members generally but only to those members who are elected Directors of the Club:

- (i) The reasonable cost of food and refreshments being provided to each Director immediately before, during and after each Board or Committee meeting;
- (ii) The reasonable cost of refreshments being provided to each Director who assists with the conduct of a raffle and/or promotion approved by the Board;
- (iii) The reasonable cost (including travel and accommodation expenses) of Directors attending meetings, conferences and trade displays determined by the Board as beneficial to the Club including those conducted by ClubsNSW and the Club Managers Association;
- (iv) The reasonable cost of mandatory training for Directors and Directors attending seminars, lectures and other similar events as may be determined by the Board from time to time;
- (v) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and the method of operations provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- (vi) The provision of blazers and associated apparel for the use of Club Directors when representing the Club;
- (vii) The reasonable cost of Directors, partners and guests attending Board dinners, Club entertainment, community and charity functions (as representatives of the Club) and other similar events as may be determined by the Board from time to time
- (viii) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to directors in respect of their duties as directors of the Club.

NOTICE IS HEREBY GIVEN THAT A SPECIAL RESOLUTION TO UPDATE THE CLUB'S CONSTITUTION TO REFLECT CHANGES IN LEGISLATION THAT GOVERN THE CLUB WILL BE PROPOSED AT THE AGM ON SUNDAY 26TH NOVEMBER 2023. DETAILS AND EXPLANATIONS OF THESE PROPOSED CHANGES OUTLINED OVER THE FOLLOWING NINE PAGES.



## SPECIAL RESOLUTION

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

- (a) **Inserting** at the beginning of Rule 4A the following:
- “A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.”
- (b) **Inserting** new Rule 4B as follows:
- “4B. The Constitution and By-laws of the Club have effect as a contract between:
- (a) the Club and each member; and
  - (b) the Club and each director;
  - (c) each member and each other member,
- under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.”
- (c) **Inserting** in alphabetical order the following new definitions in Rule 5(a) as follows:
- “**Director Identification Number**” means the number that is referred to by the same words in section 1272C of the Corporations Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.
- “**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.”
- (d) **Deleting** Rule 5(b) and **renumbering** the remaining provision accordingly.
- (e) **Deleting** Rule 24 and in its place **inserting** the following new Rule 24:
- “24. Should a person who is admitted to be 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.”
- (f) **Inserting** new Rule 25(c) as follows:
- (c) 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.”



- (g) **Deleting** Rule 28(d) and in its place **inserting** the following new Rule 28(d):
- (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."
- (h) **Inserting** into Rule 28(e) the word "eighteen" after the words "age of".
- (i) **Deleting** from Rule 28(e) the word "Junior".
- (j) **Deleting** Rule 31(a)(iv) and in its place **inserting** the following new Rules 31(a)(iv) and (v)(and **renumbering** the remaining provisions accordingly:
- (iv) the email address of the applicant;
- (v) the telephone number of the applicant;"
- (k) **Deleting** from Rule 31(e) the words "and address".
- (l) **Deleting** the heading above Rule 33 and Rule 33 and in their place **inserting** the following new heading and Rule 33:
- "JOINING FEES, SUBSCRIPTIONS AND LEVIES**
33. 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."
- (m) **Deleting** from Rule 34 the words "provided that it is not less than \$2.00 (excluding Goods & Services Tax) per annum or such other minimum prescribed under the Registered Clubs Act."
- (n) **Deleting** the first sentence of Rule 35A and in its place **inserting** the following "Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:"
- (o) **Deleting** Rule 36(a)(ii) and **renumbering** the remaining provisions accordingly.
- (p) **Inserting** at the beginning of Rule 36(a)(iv) the words "for the purposes of the Registered Clubs Act only,"
- (q) **Deleting** Rule 39(a) and in its place **inserting** the following new Rule 39(a):
- (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 38; and
- (ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
- (iii) the date, time and place of the meeting of the Board at which the charge is to be heard."
- (r) **Deleting** from Rule 39(b) the words "by a prepaid letter posted to the member's last know address".

(s) **Deleting** Rule 39(c) and in its place **inserting** the following new Rule 39(c):

“(c) The member charged is entitled to:

- (i) attend the hearing for the purpose of answering the charge; and
- (ii) Submit to the meeting written representations for the purpose of answering the charge;
- (iii) call witness 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.”

(t) **Deleting** Rule 39(cb) and in its place **inserting** the following new Rule 39(cb):

“(cb) 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.”

(u) **Deleting** From Rule 39(cc) the words “the Board (in its absolute discretion)” and in its place **inserting** the words “the chairperson (in their absolute discretion)”.

(v) **Deleting** Rules 39(d), (e), (f) and (g) and in their place **inserting** the following new Rules 39(d), (e), (f), (g) and (h) and renumbering the remaining provisions accordingly:

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

- (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
- (ii) the Board may impose any penalties,

the member’s absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

(e) After the Board has considered the evidence put before it, the Board may:

- (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.

(f) 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 39(e)(i) of this Rule, immediately inform the member of the Board's decision; or

(ii) In the case of a decision under Rule 39(e)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.

(g) If the member charged has been found guilty the member must be given a further opportunity to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty. 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 thereof.

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

(w) **Inserting** above Rule 39(j) the following new heading:

**"DISCIPLINARY COMMITTEE"**

(x) **Renumbering** Rules 39(j), (k), (l) and (m) as Rules 39A to 39D.

(y) **Inserting** new Rule 39E as follows:

"39E. This Rule 39 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 39 of this Constitution and the powers contained in section 77 of the Liquor Act."

(z) **Deleting** Rules 39(n), (o) and (p) and in their place inserting the following new heading and Rules 39F to 39I inclusive:

**"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY"**

39F. 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.

39G. In respect of any suspension pursuant to Rule 39F, the requirements of Rule 39(a) shall not apply.

39H. If the Secretary (or his or her delegate) exercises the power pursuant to Rule 39F, 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 39(a).

39I. If a member submits a request under Rule 39H(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 39(a).
- (c) 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)."

(aa) **Deleting** from Rule 40 the words "or for five (5) weeks whichever is the sooner."

(bb) **Inserting** at the end of Rule 42(a)(iii) the words "and any other applicable law".

(cc) **Inserting** into Rule 42(a)(vi) the words "or an employee exercising this power" after the words "the Secretary"

(dd) **Inserting** into Rule 42(a)(vii) the word "by-law" after the words "club licence,".

(ee) **Deleting** Rule 50 and inserting the following new Rules 50 and 50A:

"50. A member who:

- (a) 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 months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or
- (b) has at any time been convicted of an indictable offence; or
- (c) is former employee of the Club whose services were terminated by the Club for misconduct;
- (d) was an employee of the Club, or any Club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board;
- (e) is disqualified from being a director by reasons of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (f) is of unsound mind or whose person or estate is liable to be dealt with any way under the law in relating to mental health;
- (g) 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;



- (h) 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);
- (i) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
- (j) 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;
- (k) is a director of another registered club,

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

50A. 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."

(ff) **Inserting** new Rule 51(t) as follows:

"(t) The election of the Board (including without limitation the results of the election of the Board)

(gg) **Inserting** new Rule 54(g) and **renumbering** the remaining provisions accordingly:

"(g) issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club."

(hh) **Deleting** from Rule 58 the words "calendar month" and in their place inserting the word "Quarter".

(ii) **Inserting** at the end of Rule 66 the following:"

"In addition to this, 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."

(jj) **Deleting** from Rule 68(b) the words "Subject to Section 195 of the Act," and in their place inserting the words "Notwithstanding anything contained in the Act,".

(kk) **Inserting** at the end of Rule 69.1 the following "If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 69, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency".

(ll) **Inserting** the following new sub heading and Rules 69.13 and 69.14 and **renumbering** the remaining provision accordingly:

"Training Disclosures

69.13 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 Regulations; and





(b) The reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.

69.14 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."

(aa) **Deleting** Rule 78 and in its place **inserting** the following new Rule 78:

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

- (a) dies;
- (b) becomes insolvent under administration.
- (c) is disqualified for any reason referred to in Section 206B of the Act.
- (d) fails to complete the mandatory training requirements for directors referred to in Rule 48(d) within the prescribed period (unless exempted).
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (f) 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.
- (g) by notice in writing resigns from office as a director.
- (h) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.
- (i) ceases to be a member of the Club.
- (j) becomes an employee of the Club.
- (k) fails to complete the mandatory training requirements for directors referred to in Rule 48 within the prescribed period unless exempted.
- (l) was not eligible to stand for or be elected or appointed to the Board.
- (m) ceases to hold the necessary qualifications to be elected or appointed to the Board;
- (n) is convicted of an indictable offence (unless no conviction is recorded);
- (o) is not a Financial member of the Club.

(p) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.

(q) is removed from office as a director in accordance with the Act and this Constitution.

(r) Does not hold a Director Identification Number (unless exempted from doing so)."

(nn) **Deleting** Rules 105 to 106C inclusive and in their place **inserting** new Rules 105 to 106B as follows

"105. 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.

106. Where a notice is sent to a member in accordance with Rule 105(a), the notice is deemed to be received on the day it is given to the member.

106A. Where a notice is sent to a member in accordance with Rules 105(b) and Rule 105(c) the notice is deemed to be received on the day it is given to the member.

106B. Where a notice is sent to a member in accordance with Rule 105(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."

(oo) **Inserting** the following new heading and Rules 111 and 112:

### **"MEETINGS AND VOTING**

111. 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.



112. If there is any inconsistency between Rule 111 and any other provision of this Constitution, Rule 111 shall prevail to the extent of that inconsistency.”

(pp) **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.

## **NOTES TO MEMBERS ON SPECIAL RESOLUTION**

1. The Special Resolution proposes a series of amendments to the Constitution to bring it into line with best practice and the Corporations Act, Liquor Act and Registered Clubs Act (“RCA”).
2. Paragraph (a) provides that members may request to be sent a copy of the Constitution.
3. Paragraph (b) inserts a new Rule 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.
4. Paragraphs (c) and (d) inserts new definitions and amends an existing definition used in the Constitution.
5. Paragraph (e) removes the 6-week time limit on a person’s application for Provisional membership.
6. Paragraph (f) relates to Provisional membership including allowing for the removal of a Provisional member from the Club’s premises.
7. Paragraph (g) relates to Temporary membership.
8. Paragraphs (j), (k) and (o) amend existing provisions relating to applications for membership of the Club to bring the Constitution into line with best practice and the RCA. Additionally, the RCA no longer requires the Club to record the occupation of an applicant for membership, or to display the address of an applicant for membership on the Club’s noticeboard. The proposed amendments give effect to these changes.
9. Paragraphs (l) and (m) amend the provision dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
10. Paragraph (n) clarifies that Non Financial members are not entitled to enjoy the privileges of membership (including voting at general meetings of the Club) until any subscriptions or other amounts due to the Club have been paid.
11. Paragraph (q), (r) (s), (t) (u) (v), (w) and (y) inclusive amend the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
12. Paragraph (z) inserts new Rules 39F to 39I 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.



13. Paragraph (aa) amends rule 40 which allows the Club to issue a temporary suspension to a member to the date of the hearing of a disciplinary charge and deletes the current reference to 5 weeks so that instead of the temporary suspension expiring on the later of 5 weeks and the date of the hearing, the temporary suspension will continue to the date of the disciplinary hearing.
14. Paragraphs (bb), (cc) and (dd) clarify the circumstances whereby a patron (including a member) can be removed from the premises of the Club in accordance with the requirements of the Liquor Act and best practice. For example, paragraph (cc) provides that if an employee suspects that a person in the Club is in possession of a prohibited drug or a prohibited plant, that person can be removed from the premises of the Club.
15. Paragraph (ee) sets out additional grounds upon which a member will be ineligible to be elected to the board including if they are a contractor to the Club or an employee of a contractor or if they are a director of another registered club. It also inserts a new Rule 50A which requires all directors to have a Director Identification Number as required under the Corporations Act.
16. Paragraph (gg) inserts a new provision relating to the powers of the board to bring the Constitution into line with best practice. For example, the amendment clarifies that the Board has the power to make reasonable requests and directions of members to foster the proper operation of the Club's business.
17. Paragraph (hh) amends the 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.
18. Paragraph (ii) clarifies that the Board can pass a resolution by way of email.
19. Paragraph (jj), (kk) and (ll) all relate to the provisions of the Registered Clubs Accountability Code which applies to all registered clubs in New South Wales.
20. Paragraph (mm) amends Rule 78 which deals with the grounds upon which a casual vacancy on the Board of the Club will arise to reflect best practice.
21. Paragraphs (nn) and (oo) amends existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds new Rules 111 and 112 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.
22. Paragraph (pp) permits any necessary amendments to be made to address any anomaly in Rule numbering or cross referencing and to fix any typographical errors (if any) found in the Constitution.

## **PROCEDURAL MATTERS**

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



24. To be passed, the Special Resolution requires 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 Annual General Meeting.
25. Under the Club's Constitution only Life and financial Ordinary members are eligible to vote on the Special Resolution.
26. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
27. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.

Dated: .....

By direction of the Board



**Gary Leighton**  
Secretary Manager