

**ALSTONVILLE PLATEAU BOWLS AND SPORTS CLUB LIMITED**  
**ABN 68 001 063 994**

**NOTICE OF GENERAL MEETING AND  
SPECIAL RESOLUTIONS**

**NOTICE** is hereby given that a General Meeting of **ALSTONVILLE PLATEAU BOWLS AND SPORTS CLUB LIMITED** will be held on **Sunday 27 May 2012** commencing at the hour of **10:00am** at the premises of the Club, 10-14 Deegan Drive, Alstonville, New South Wales.

**BUSINESS**

The business of the meeting shall be to consider and if thought fit pass the six resolutions set out in this Notice which are proposed as Special Resolutions.

**PROCEDURAL MATTERS FOR RESOLUTIONS**

1. To be passed a 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.
2. **Only Honorary Life members and Financial Bowls members shall be eligible to vote on the Special Resolutions. Social members are eligible to attend but have no voting rights.**
3. Under the Registered Clubs Act:
  - (a) members who are employees of the Club are not entitled to vote; and
  - (b) proxy voting is prohibited.
4. Amendments to any of the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolutions) will not be permitted from the floor of the meeting.
5. The Board of the Club recommends each of the Special Resolutions to members.

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**SPECIAL RESOLUTIONS**

**SUMMARY OF SPECIAL RESOLUTIONS**

1. This section of the Notice gives a summary of each Special Resolution. However, members should refer to the Special Resolutions themselves and the more detailed Notes following each Special Resolution.
2. If the **First Special Resolution** is passed:
  - (a) "Social members" will be called and referred to in the Constitution as "Club members"; and

- (b) a new category of 'Sporting membership' will be created. Sporting members will have the same rights as Club members, except that Sporting members will also belong to a sporting sub-club other than a bowling sub-club.
3. If the **Second Special Resolution** is passed, Club members and Sporting members (or Social members if the First Special Resolution is not passed) shall be eligible to vote on special resolutions, including special resolutions to change the Constitution except any special resolution which proposes to amend Rule 50.
  4. If the **Third Special Resolution** is passed, members who are not bowlers or Honorary Life members will be able to nominate and second members for election as directors.
  4. If the **Fourth Special Resolution** is passed, the election of the Board will take place in accordance with the Triennial Rule under the Registered Clubs Act.
  5. If the **Fifth Special Resolution** is passed, the minimum bowling requirement for Bowls members to be eligible for election or appointment to the Board will be amended to include coaching, managing and umpiring bowls.
  6. If the **Sixth Special Resolution** is passed, the Constitution will be amended to ensure that it is up to date with current legislation and in good working order.

### **FIRST SPECIAL RESOLUTION**

That the Constitution of Alstonville Plateau Bowls and Sports Club Limited be amended as follows:

- (a) By **amending** the name of the category "Social membership" to "Club membership" and **amending** all references to "Social membership" and "Social members" in the Constitution to "Club membership" and "Club members" accordingly.
- (b) By **inserting** the following new Rule 22A immediately after Rule 22:
  - "22A. (a) *Sporting members shall be persons who have attained the age of eighteen years, and are elected to Sporting membership of the Club and who are members of one or more sporting sub-clubs of the Club except the men's bowling sub-club or women's bowling sub club.*
  - (b) *Sporting members shall pay such entrance fee (if any) and annual subscriptions as the Board may determine from time to time.*
  - (c) *Sporting members who are not Registered Bowlers shall not be entitled to play bowls at the Club, except as otherwise approved by the Board.*
  - (d) *Sporting members shall be eligible to attend all general meetings of members of the Club but shall only be able to vote on those matters listed below or as provided by the Registered Clubs Act.*
  - (e) *Sporting members shall be eligible to vote in the election of the board and on any resolution to remove any Director or Directors from office or to appoint any Director or Directors to office.*

- (f) *Sporting members shall not be eligible to vote on any Special Resolutions including a Special Resolution to amend the Constitution.*
  - (g) *Subject to Clause 50 Sporting members shall be eligible to be elected to the board of Directors in accordance with these clauses.”*
- (c) By **inserting** after the words “*Club members*” wherever they appear in the Constitution apart from in Rule 22 the words “*Sporting members*”.

### **Notes to Members on First Special Resolution**

1. The First Special Resolution if passed will:
  - (a) change the name of the category of “Social members” to “Club members”; and
  - (b) create a new category of membership being “Sporting members”.
2. If the First Special Resolution is passed, Sporting members will have the same benefits and privileges of Club members (ie. current Social members), except that Sporting members will belong to a sporting sub-club *other* than the Men’s and Women’s Bowling Sub Clubs.

### **SECOND SPECIAL RESOLUTION**

1. That with effect from the conclusion of the General Meeting at which this Special Resolution is passed but subject to paragraph 2 of this Special Resolution, the Constitution of Alstonville Plateau Bowls and Sports Club Limited be amended as follows:
  - (a) By **deleting** Rule 22(g) and in its place **inserting** the following new Rule 22(g):
 

*“Club members shall be eligible to vote on any special resolution including a special resolution to amend this Constitution except any special resolution which proposes to amend Rule 50 or in any other way effects the operation of Rule 50.”*
  - (b) By **deleting** Rule 22A(f) and in its place **inserting** the following new Rule 22(f):
 

*“Sporting members shall be eligible to vote on any special resolutions including a special resolution to amend this Constitution except any special resolution which proposes to amend Rule 50 or in any other way effects the operation of Rule 50.”*
  - (c) By **deleting** the second sentence of Rule 112 and in its place **inserting** the following:
 

*“Honorary Life members, financial Bowls members, financial Sporting members\_and financial Club members shall be the only members eligible to vote on any special resolution to amend this Constitution provided that Sporting members and Club members shall not be eligible to vote on any*

*Special Resolution which proposes to amend Rule 50 or in any other way effects the operation of Rule 50.”*

2. If the First Special Resolution is not passed, the words “Club Members” whenever appearing in paragraph 1 of this Second Special Resolution shall be replaced by “Social Members” and all references to “Sporting members” in paragraph 1 of this Second Special Resolution shall be deleted and of no effect.

### **Notes to Members on Second Special Resolution**

1. The Second Special Resolution proposes to amend the Constitution to give proposed Club members and Sporting members the right to vote on special resolutions.
2. If the Second Special Resolution is passed, those members will be able to vote on special resolutions from the conclusion of the general meeting to be held 27 May 2012. This includes special resolutions to amend the Club’s Constitution, except any special resolution which proposes to amend Rule 50 or the operation of Rule 50.
3. Rule 50 relates to the positions on the Board. In particular, Rule 50 requires that at least five (5) directors must be Bowls members or Honorary Life members and that there can be no more than two (2) “Non Bowling” members who are directors at any one time. If the Second Special Resolution is passed, Bowls members and Honorary Life members will continue to be the only members who are able to vote on special resolutions to amend Rule 50 and special resolution which may effect the operation of Rule 50.
4. This means that even if the Second Special Resolution is passed, only Bowls members and Honorary Life members will be eligible to vote on any special resolution to amend Rule 50.
5. The Board is proposing this change to give a greater number of members the ability to participate in general meetings of the Club, especially as the number of members increases.

### **THIRD SPECIAL RESOLUTION**

1. That with effect from the conclusion of the General Meeting at which this Special Resolution is passed but subject to paragraph 2 of this Special Resolution, the Constitution of Alstonville Plateau Bowls and Sports Club Limited be amended by deleting Rule 53(d) and inserting in its place the following new Rule 53(d):

*“Nominations for election to the Board shall be made in writing and signed by two (2) Honorary Life members, Bowls Members, Sporting members or Club members and by the nominee who shall thereby signify his or her consent to the nomination.”*

2. If the First Special Resolution is not passed, the words “Sporting members or Club Members” in paragraph 1 of this Third Special Resolution shall be replaced by “Social Members”.

### Notes to Members on Third Special Resolution

1. The Third Special Resolution proposes to amend the Constitution to give proposed Sporting members and Club members the right to nominate directors. Currently, only Honorary Life members and Bowls members have this right.
2. The Board is proposing this change to give a greater number of members the ability to participate in the Club by giving more members the ability to nominate directors..

### FOURTH SPECIAL RESOLUTION

That with effect from and for the purposes of the election of the Board and the Annual General Meeting of the Club held in 2012 and all elections of Board and Annual General Meetings thereafter, the Constitution of Alstonville Plateau Bowls and Sports Club Limited be amended as follows:

- (a) By **deleting** from Rule 50(b) the word "*annually in accordance with this Constitution*" and in it place **inserting** the words "*in accordance with the triennial rule set out in Rule 52A.*".
- (b) By **inserting** the following new Rule 52A immediately after the sub-heading "Election of Board":

*"The Board shall be elected triennially in accordance with Rule 53 and in accordance with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2012.*

#### SCHEDULE 4

##### **Definitions**

1. *In this Schedule -*

**"general meeting"** means a meeting of the members of the club at which members of the governing body are to be elected;

**"triennial rule"** means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

**"year"** means the period between successive general meetings.

2. *Repealed.*

##### **First general meeting under triennial rule**

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*

- (2) *The groups -*

- (a) *shall be determined by drawing lots; and*

(b) shall be as nearly as practicable equal in number; and

(c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the members of the governing body -

(a) in group 1 shall hold office for 1 year; and

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

#### **Subsequent general meetings**

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

#### **Casual vacancies**

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

#### **Re-election**

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

#### **Revocation of triennial rule**

7. If the triennial rule is revoked -

(a) at a general meeting - all the members of the governing body cease to hold office; or

(b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body.”

(c) By **deleting** the second sentence of Rule 81 and in its place **inserting** the following:

*“The person so appointed shall hold office in accordance with the triennial rule referred to in Rule 52A.”*

- (d) By **deleting** Rule 85(c) (which relates to the election of the Board at Annual General Meetings) and in its place **inserting** the following new Rule 85(c):

*“To declare that the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 52A.”*

### **Notes to Members on Fourth Special Resolution**

1. The Fourth Special Resolution seeks to amend the Constitution in relation to the election of directors.
2. Currently all directors are elected annually and hold office until the next Annual General Meeting.
3. If the Fourth Special Resolution is passed, directors will be elected in accordance with the “Triennial Rule” contained in Schedule 4 of the Registered Clubs Act (which is set out in the box in the resolution itself).
4. The Triennial Rule provides for three year terms of office for directors and an election for a third of the positions on the Board each year. For this purpose, the directors are divided into three groups. As the Board of the Club is made up of seven (7) directors, there will be two (2) groups of two (2) directors and one (1) group of three (3) directors.
5. 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, Group 1 retires in the fourth year, Group 2 in the fifth year and so on.
6. Directors whose term of office has come to an end are, subject to the Constitution, eligible for re-election for a further three year term.
7. In the first year, lots are drawn to determine which group a director falls into. 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, in the first year, are elected to office for three years.
8. The proposed amendments will, if the Fourth Special Resolution is passed, commence for the purposes of the elections of the Board held later this year. That is, members will elect a Board of seven (7) directors this year and those directors elected this year will then draw lots to be allocated to either Group 1, Group 2, or Group 3 as described above.
9. If the Fourth Special Resolution is passed, members will continue to directly elect the Chairperson, Deputy Chairperson, and Honorary Treasurer. The years in which the members will vote for those positions will be determined by the groups to which the Chairperson, Deputy Chairperson and Treasurer elected this year are allotted in accordance with paragraph 7 above.
10. When the lots drawn, the directors elected as Chairperson, Deputy Chairperson and Treasurer this year will draw lots so that one of each of those positions is elected every year. That is, each group will contain 1 “Executive Office holder” and one or two Ordinary directors.

11. 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.
12. The Triennial Rule also provides the opportunity to pass valuable knowledge between directors.
13. 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.
14. The change was also recommended by a government report into the clubs industry in 2008 ("the IPART Report"). Following this, The Registered Clubs Act was recently amended to give the Government the power to require clubs to adopt the triennial rule.

### **FIFTH SPECIAL RESOLUTION**

That with effect from the conclusion of the General Meeting at which this Special Resolution is passed, the Constitution of Alstonville Plateau Bowls and Sports Club Limited be amended by **deleting** Rule 50(d) and in its place **inserting** the following new Rule 50(d):

*"Subject to paragraph (e) of this Rule 50, a Bowls member or Honorary Life member may only nominate for, be elected to or be appointed to the Board, if he has in the year prior to the Annual General Meeting or proposed date of appointment:*

- (i) played social or competition games of bowls; and/or*
- (ii) coached, managed or acted in any executive capacity for a Bowls team; and/or*
- (iii) umpired in an official capacity for pennant or championship games of bowls;*
- (iv) any combination of (i), (ii) or (iii) above*

*on at least five (5) occasions for either of one of the Club's bowling sub-clubs."*

### **Notes to Members on Fifth Special Resolution**

1. The Fifth Special Resolution will amend the eligibility requirements for Bowls members to be directors of the Club.
2. Currently, the Constitution of the Club provides that five (5) members of the Board of seven (7) directors must be Bowls members or Honorary Life members and up to two (2) members of the Board may be Social members.
3. The Fifth Special Resolution will not change this requirement. (However, if the First Special Resolution is passed, the two (2) positions which currently can be filled by Social members will be able to be filled by Club members or Sporting members.)

4. The Fifth Special Resolution will change the minimum “Bowling” requirement for Bowls members and Honorary Life members to be eligible to be on the Board. Currently, a Bowls member or Honorary Life member can only be a director if he/she has played in 5 games of bowls in the 12 months prior to the close of nominations or proposed date of appointment.
5. The Fifth Special Resolution proposes to change this requirement so that Bowls members and Honorary Life members could fill this minimum bowling requirement by either:
  - (a) playing games of bowls of 5 occasions; and/or
  - (b) coaching, managing or acting in any executive capacity on 5 occasions ; and/or
  - (c) umpiring in an official capacity for 5 games of bowls; and/or
  - (d) satisfying any combination of these requirements so that he or she has played, coached, managed, etc. or umpired on at least five occasions.

for either of one of the Club’s bowling sub-clubs.

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### **SIXTH SPECIAL RESOLUTION**

That the Constitution of Alstonville Plateau Bowls and Sports Club Limited be amended as follows:

- (a) by **deleting** the words “*clause*” and “*clauses*” where they appear in reference to a paragraph of the Constitution and **inserting** in their place the words “*Rule*” and “*Rules*”.
- (b) by numbering the definitions contained in rule 5(a) from (i) through to (xx);
- (c) by **inserting** the following definitions into rule 5(a) in alphabetical order:

**“Gaming Machines Act”** means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the gaming Machines Act however that provision may be amended in that legislation.

**“Liquor Act”** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

**“Registered Clubs Act”** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

**“Rules” means the rules comprising this Constitution.”**

- (d) by **deleting in** Rule 5(a) the definition of “Secretary” and in its place inserting the following definition in alphabetical order:

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

- (e) by **deleting** all references to “Secretary” in the Constitution and in its place **inserting** “Chief Executive Officer”

- (f) by **inserting** the definition of “Special Resolution” in Rule 5(a) the following second sentence:

*“To be passed. A Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.”*

- (g) by **deleting** Rule 5(d);

- (h) by **deleting** from Rule 6(a) the word “are”.

- (i) by **deleting** from Rule 12 the words “Certificate of Registration under Part II of the Registered Clubs Act” and **inserting** in their place the words “club licence under the Liquor Act”;

- (j) by **inserting** in Rule 15 the words “in respect of his or her duties as a director” between the words “worth” and “except”;

- (k) by **deleting** rules 15(c), 15(d) and 15(e);

- (l) by **deleting** from Rule 20 the words “the number of Full Members who do not have the right to vote in the election of the Board” and **inserting** in their place the words “or be equal to the minimum number required by the Registered Clubs Act”;

- (m) by **deleting** from Rule 31(f) the words “first enters the premises on any day” and in their place **inserting** the words “enters the premises, in accordance with the Registered Clubs Act,”

- (n) by **deleting** from Rule 35(a) the words “Upon a person being elected as a Member of the Club, the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person.” and **inserting** in their place the words “The Club shall not be required to notify a person if they have been elected to membership”.

- (o) by **inserting** a new Rule 36A the following new words

*“In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance”.*

- (p) by **inserting** in Rule 38(a) after the word “subscription” the words “joining fees, levies, and other payments”.

- (q) by **inserting** the following new Rule 38(d):

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

- (r) by **inserting** the following new Rule 38A immediately after Rule 38:

*“Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 5) shall not be entitled to:*

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or*
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;*
- (c) attend or vote at any meeting of the Club or any Sub club;*
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;*
- (e) vote in the election of the Board or any committee of a Sub club;*
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;*
- (g) propose, second or nominate any eligible member for Life membership.”*

- (s) by **inserting** at the end of Rule 39(b) the words *“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.”*

- (t) by **inserting** in Rule 39(c) after the word *“Act”* the words *“That 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;*
- (iii) the signature of the member.”*

- (u) by **inserting** in Rule 39(d) after the word *“Act”* the words *“This register shall set forth in respect of each of those guests:*

- (i) the name in full or the surname and initials; and*
- (ii) the address;*
- (iii) the date on which the entry of the guest’s name in the register is made’*
- (iv) the signature of the member introducing the guest.”*

- (v) by **inserting** in Rule 42(d) after the words *“before it”* the words *“and the Board may impose any penalties,”*

- (w) by **inserting** the new Rule 43A immediately after Rule 43:

*“Subject to rules 44 and 45, a member who:*

- (a) *incurs a debt to the club; and*
- (b) *fails to discharge such a debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof*

*may, by resolution of the Board, be suspended or expelled from membership.”*

- (x) by **inserting** the following new Rules 44A and 44B immediately after Rule 44.

*“44A. A member shall be notified, by notice in writing sent by post to the member’s last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board’s intention to suspend or expel the member pursuant to Rule 43(a);*

*“44B The Provisions of Rules 41 and 42 shall not apply to any member suspended or expelled pursuant to Rule 43(a);*

- (y) by **deleting** from Rules 45(a) and 45(c) the words *“67A of the Registered Clubs Act”* and in their place **inserting** *“77 of the Liquor Act”*;

- (z) by **inserting** in Rule 46 (b) after the words *“fees”* the words *“joining fee, subscription, levy or other payment made to the club and”*.

- (aa) by **inserting** in Rule 53(a) after the word *“Board”* the words *“at least twenty-one (21) days”*.

- (bb) by **deleting** Rules 71 to 74 inclusive and in their place inserting the word *“Deleted”*.

- (cc) by **deleting** Rule 77(c) and in its place inserting the word *“Deleted”*.

- (dd) by **deleting** Rules 99, 100 and 101 and in their place **inserting** the following new Rules 99,100 101 and 101A:

99 *The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.*

100. *The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.*

101. *The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.*

101A. *In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:*

- (a) *the financial report of the Club; and*
  - (b) *the directors' report;*
  - (c) *the auditors' report on the financial report.*
- (ee) by **deleting** Rule 102 and in its place inserting the word “*Deleted*”.
- (ff) by **inserting** the following new Rule 106(d) immediately after Rule 106(c):
- “The Club may execute a document (including a deed) without using the Seal if that document is signed by:*
- (a) *two members of the Board; or*
  - (b) *one member of the Board and the Secretary.”*
- (gg) By **inserting** the following new Rule 108A immediately after Rule 108:
- “Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.”*
- (hh) by **deleting** from Rule 109 the words “82A of the Act” and **inserting** in their place the words “9 of the Act”.

### **Notes to Members on Sixth Special Resolution**

1. The Sixth Special Resolution, if passed, will amend the Constitution so that it is up to date with current legislation and in good working order.
2. Paragraphs (a) to (g) of the Sixth Special Resolution update definitions in the Constitution.
3. Paragraph (h) of the Fifth Special Resolution corrects a typographical error.
4. Paragraphs (i), (l), (m) (y) (bb), (cc), (dd), (ee) (ff), and (hh) of the Sixth Special Resolution update Rules to refer to current legislation.
5. Paragraph (dd) of the Sixth Special Resolution will amend the Rules in relation to annual reporting to members. Under the Corporations Act, the Club now only has to send annual reports to those members who request in writing to receive them. The proposed new rules for the Constitution will allow for this. These provisions only relate to the annual reports and not the notice of annual general meeting which must still be sent to all members.
6. Paragraphs (j) and (k) of the Sixth Special Resolution clarifies the payments that can be made to directors for their services as directors. These are firstly, an honorarium approved by the members at an Annual General Meeting or secondly, reimbursement of reasonable out of pocket expenses incurred in performing the director’s duties and approved by a current resolution of the Board.
7. Paragraphs (n) to (q) of the Sixth Special Resolution update rules in relation to the payments of annual subscriptions, joining fees and levies.
8. Paragraph (r) of the Sixth Special Resolution is a new rule which clarifies the rights a non-financial member is not entitled to while they are non-financial.

9. Paragraphs (s) to (u) of the Sixth Special Resolution update the Rules in relation of membership registers.
10. Paragraph (v) corrects of the Sixth Special Resolution a typographical error.
11. Paragraphs (w) and (x) of the Sixth Special Resolution insert new Rules which provide that the Board can suspend or expel a member who incurs a debt to the Club, apart from an annual subscription.
12. Paragraph (z) of the Sixth Special Resolution clarifies the types of payments a former member is liable to pay after they have ceased to be a member.
13. Paragraph (aa) of the Sixth Special Resolution provides that the notice calling for nominations for election to the Board must be exhibited at least 21 days prior to the Annual General Meeting. (Under the Constitution, nominations close 14 days prior to the Annual General Meeting.)
14. Paragraph (gg) Sixth Special Resolution provides that a notice served by electronic means is taken to have been given the day after it was sent.

Dated: 27 April 2012

By direction of the Board

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**Melissa Brooke**  
Chief Executive Officer