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ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Scotts Head Bowling and Recreation Club Ltd will be held in the Clubhouse on Sunday 12 November 2023 at 9.30am

AGENDA

1. Confirmation of Minutes of the Annual General Meeting held on the 6th November 2022 at 9:30am
2. To receive and adopt the following documents covering the Club's activities for the year ended 30th June, 2023
 - a) The Directors' Report
 - b) The financial statements for the year, including the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cashflows, the Notes to the financial statements, and the Directors' Declaration.
 - c) The Independent Auditors' Report
3. For the purpose of the Registered Clubs Act: to consider and if thought fit, pass the following Ordinary Resolution:

Resolution

 - a) That the Members hereby approve expenditure by the Club in a sum not exceeding \$4,000 for Directors' expenses, including the Chairman's Honorarium, subject to approval by the Board of Directors
 - b) The Members acknowledge that the benefits in point (a) above are not available to members generally, but only for those Directors of the Club
4. For the purpose of the Registered Clubs Act: to consider and if thought fit, pass the following Ordinary Resolution:

Resolution

 - a) The Members hereby approve expenditure by the Club in a sum not exceeding \$10,000 for professional development and education of Directors over the following twelve (12) months, including:
 - i) The reasonable cost of Directors attending the Clubs NSW Association Annual General Meeting
 - ii) The reasonable cost of Directors attending compulsory Director training, seminars, lectures and trade displays, organized study tours, fact finding tours and similar events as may be determined by the Board from time to time
 - iii) The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
5. For the purpose of the Registered Clubs Act: to consider and if thought fit, pass the following Ordinary Resolution:
 - a) The Members hereby approve expenditure by the Club in a sum not exceeding \$20,000 over the following twelve (12) months for the following expenses subject to approval by the Board of Directors.
 - i) Expenses involved in subsidies of Intra Clubs, Presentations to Members or other persons acknowledging services deemed by the Directors as being of benefit to the Club and/or the community and sponsorship of sporting events and sports persons deemed by the Directors to be of benefit to the Club and/or the community.
 - b) The Members acknowledge that the benefits in point (a) directly above are not available to Members generally, but only for those Directors of the Club and those Members directly involved in the above activities.



6. Election of Patrons.
7. Auditor: The Auditors continue in office in accordance with the provisions of the Corporations Act.
8. Business, which may be brought forward in conformity with the rules of the Club.
9. Election of Executive and Directors.
10. To consider and if thought fit pass the Special Resolutions set out below.

FIRST SPECIAL RESOLUTION

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

That the Constitution of Scotts Head Bowling & Recreation Club be amended by:

(a) inserting into Rule 1(a) the following new definitions:

“Biennial General meeting” means the annual general meeting of the Club held in 2024 and every second annual general meeting thereafter.

“Director Identification Number” means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have:

- (i) if nominated for election to the Board – prior to the close of nominations for the election of directors of the Club; or*
- (ii) if appointed to the Board - before that member can be appointed as a director of the Club.*

“Financial Member” means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any such payments are required).

“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.

“Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.”

(b) deleting Rule 1(b).

(c) deleting from Rule 13(a) the word “shall” after the word “application” and in its place inserting the word “may”.



(d) inserting new Rule 13(c) as follows:

“(c) The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club’s premises 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.”

(e) deleting Rule 15(c) and in its place inserting the following new Rule 15(c):

“(c) The Board may at any time refuse a Temporary member admission to the Club and/or cancel the membership of any Temporary Member without notice and without assigning any reason.”

(f) inserting into Rule 17 the words “, Provisional member” after the words “Honorary member”.

(g) deleting Rule 19(c)(i) and in its place inserting the following new Rule 19(c)(i):

“(i) shall be in a form and containing such particulars prescribed by the Board from time to time, including the full name, address and contact details (including the mobile number and email address) of the candidate and include a statement that the candidate, if admitted, will be bound by the Constitution of the Club;”

(h) deleting from Rule 19(c)(iii) the words “and address”.

(i) inserting at the end of Rule 19(c)(iv) the words “(if any)”.

(j) deleting Rule 19(d) and in its place inserting the following new Rule 19(d):

“(d) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.”

(k) deleting Rule 20(a) and in its place inserting the following new Rule 20(a):

“(a) a register of persons who are Full Members of the Club. This register shall include the name in full and address of each Full Member and, if the Member is an Ordinary Member who is required to pay an annual subscription fee, the date on which that Member last paid the annual fee for membership of the Club;”

(l) deleting Rule 21 and in its place inserting the following new Rule 21:

“21. Members shall advise the Secretary of the Club of any change in contact details (including address, email address and telephone number) within seven (7) days of such change and any such change must be entered in the Register. The latest address in the Register is deemed to be the Member’s registered address.”

(m) deleting Rule 22(a) and in its place inserting the following new Rule 22(a):

“(a) For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.”

(n) deleting Rule 22(c) and renumbering the remaining provisions accordingly.



- (o) deleting the sub-heading and Rule 23 and in its place inserting the following new sub-heading and Rule 23:
23. *Non-Financial Member*
- (a) **A person who is not a Financial Member shall:**
- (i) **not be entitled to:**
- (1) **attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or**
 - (2) **participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;**
 - (3) **attend or vote at any meeting of the Club or any Sub club;**
 - (4) **nominate or be elected or appointed to the Board or any committee of a Sub club;**
 - (5) **vote in the election of the Board or any committee of a Sub club;**
 - (6) **propose, second or nominate any eligible member for any office of the Club or any Sub club;**
 - (7) **propose, second or nominate any eligible member for Life membership,**
- until the full amount outstanding has been paid and:**
- (ii) **have their name removed from the register of member if:**
- (1) **at the expiration of 30 days from the due date their subscription or any part payable on that date remains unpaid; or**
 - (2) **any money (other than the subscription) owing by that member to the Club has remained unpaid at the expiration of 30 days from service on that member of a notice from the Club requiring payment."**
- (p) deleting Rule 27 and in its place inserting the following new Rule 27:
- "27. *Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a Member, except on the invitation and in the company of a Member; provided that this paragraph does not apply if the Club is a holder of a club licence under the Liquor Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 (1) (b) of the Registered Clubs Act."*
- (q) inserting new Rules 28(b) and (c) as follows:
- "(b) *Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.*
- (c) *Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person."*



(r) deleting the sub-rules of Rule 30 and in their place inserting the following new sub-rules as Rules 30(a) to (l) inclusive:

- “(a) such member shall be notified of:*
- (i) any charge against him pursuant to this clause 30;*
 - (ii) the particulars of the charge, including the alleged facts and circumstances which gave rise to the charge against the member; and*
 - (iii) the date, time and place of the meeting of the Board at which the charge is to be heard.*
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 30 by notice in writing at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.*
- (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.*
- (d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.*
- (e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in their absence.*
- (f) 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.*
- (g) 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 30(f)(i), immediately inform the member of the Board's decision; or*
 - (ii) in the case of a decision under Rule 30(f)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*
- (h) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge. 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.*
- (i) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*



- (j) *The voting by the members of the Board present at any such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least a majority of the members of the Board vote in favour of such a motion.*
- (k) *If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.*
- (l) *Any decision of the Board of such hearing or any adjournment, shall be final and the Board shall not be required to assign any reason for its decision."*

(s) inserting the following new heading and Rule 30(m):

"PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

(m) *If a notice of charge is issued to a member pursuant to Rule 30(a):*

- (i) *the Board by resolution; or*
- (ii) *the Secretary (independently of the Board)*

shall have power to suspend that member from some or all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned."

(t) inserting the following new heading and Rule 30A:

"REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- (a) *In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 30A(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:*
 - (i) *who is then intoxicated, violent, quarrelsome or disorderly;*
 - (ii) *who, for the purposes of prostitution, engages or uses any part of the premises of the Club;*
 - (iii) *whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;*
 - (iv) *who hawks, peddles or sells any goods on the premises of the Club;*
 - (v) *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;*
 - (vii) *who uses, or has in their possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant; or*
 - (viii) *whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.*
- (b) *If pursuant to Rule 30A(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 30A(e)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.*



- (c) *Without limiting Rule 30A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 30A(a), the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.*
- (d) *Without limiting Rule 30A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 30A(a), the person must not:*
 - (i) *remain in the vicinity of the Club; or*
 - (ii) *re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.*
- (e) *Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:*
 - (i) *in the absence of the Secretary from the premises of the Club the senior employee then on duty; or*
 - (ii) *any employee authorised by the Secretary to exercise such power.”*
- (u) **deleting Rule 31 and in its place inserting the following new Rule 31:**

“31. A Member may at any time resign from their membership of the Club by either:

 - (a) *giving notice in writing to the Secretary; or*
 - (b) *returning their membership card to any officer of the Club and clearly indicating to the officer that they are resigning from membership;*

and such resignation shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.”
- (v) **inserting at the end of Rule 34 the words “or the Secretary” after the words “the Board”.**
- (w) **inserting at the end of Rule 36 the words “The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.”**
- (x) **inserting new Rule 38(b) as follows:**

“(b) From the election of the Board in 2024, the Board of Directors shall consist of no less than five (5) and no more than seven (7) Directors comprising of the following offices: a Chairperson, a Deputy Chairperson and no less than three (3) and no more than five (5) other Board members.”
- (y) **deleting Rule 39 and in its place inserting the following new Rule 39:**
 - (a) *Until the election of the Board in 2024, the Board shall be elected annually at the annual general meeting of the Club by the majority vote of Ordinary Members entitled to vote at such meeting.*
 - (b) *From the election of the Board in 2024, the Board shall be elected biennially in accordance with Rule 42(c).*
 - (c) *The Directors declared elected at the 2023 Annual General Meeting shall hold office until the conclusion of the 2024 Annual General Meeting or until such Director sooner vacates office. A Director may be eligible for re-election.*
 - (d) *The Director declared elected at the 2024 Annual General Meeting shall hold office until the next Biennial General Meeting after that at which they were elected, or until such Director sooner vacates office. A Director may be eligible for re-election.”*



(z) inserting new Rules 40(b) and (c) as follows:

“(b) A member who:

- (i) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
- (ii) 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;*
- (iii) has not been a financial member of the Club for at least 12 months immediately preceding the date of nomination or appointment to the Board;*
- (iv) was an employee of the Club during the three (3) years immediately preceding the proposed date of nomination or appointment to the Board.*
- (v) 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);*
- (vi) does not have a Director Identification Number (unless exempted from doing so) on the proposed date of their election or appointment to the Board;*

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

(c) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.”

(aa) deleting from Rules 41(a) and 42(a) the words “annual general meeting” and in their place inserting the words “Biennial General Meeting”.

(bb) deleting Rule 42(b) and in its place inserting the following new Rule 42(b):

“(b) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the Biennial General Meeting and the unfilled positions shall be casual vacancies for the purposes of Rule 45.”

(cc) deleting Rule 44(b) and in its place inserting the following new Rule 44(b):

“(b) is disqualified for any reason referred to in Section 206B of the Act.”

(dd) deleting Rules 44(e) and (f) in their place inserting the following new Rules 44(e) and (f):

“(e) resigns office by notice in writing given to the Club.

(f) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act.”

(ee) deleting Rules 44(h) and (i) and in their place inserting the following new Rules 44(h) to (p) inclusive:

“(h) ceases to be a Financial member of the Club;

(i) becomes an employee of the Club;

(j) fails to complete the mandatory training requirements for directors referred to in Rule 40(c) within the prescribed period (unless exempted);

(k) was not eligible to stand for or be elected or appointed to the Board;

(l) ceases to hold the necessary qualifications to be elected or appointed to the Board;



- (m) *is convicted of an indictable offence (unless no conviction is recorded);*
 - (n) *has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension under Rule 30(m));*
 - (o) *does not have or ceases to have a Director Identification Number (unless exempted from doing so); or*
 - (p) *fails to declare the nature of their interest in a contract or office or property as provided by the Act.”*
- (ff) inserting into Rule 49(a) after the words “Full members” the words “or employees”.**
- (gg) deleting the first sentence of Rule 51 and in its place inserting the following new sentence:**
“Without derogating from the powers conferred and subject always to the Act, the Registered Clubs Act and the Liquor Act, the Board shall also have powers to:”
- (hh) deleting Rule 53(a) and in its place inserting the following new Rule 53(a):**
“(a) Subject to the requirements of the Registered Clubs Act, the Board may meet together in person and/or via electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each Quarter for the transaction of business.”
- (ii) deleting from Rule 53(c) the word “he” and in its place inserting the words “the Chairperson”.**
- (jj) deleting Rule 54 and in its place inserting the following new Rule 54:**
“54. The quorum for meetings of the Board shall be five (5) Directors.”
- (kk) deleting Rules 56 and 57 and in their place inserting the following new Rules 56 and 57:**
- “56. Written Resolutions and use of Technology for Resolutions and Meetings*
- (a) *A resolution in writing signed by a majority of the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.*
 - (b) *In addition to Rule 56(a), 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.*
 - (c) *A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.*
- 57. Disclosure of Interests and Registered Clubs Accountability Code Requirements*
- (a) *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:*
 - (i) *declare the nature of the interest at a meeting of the Board; and*
 - (ii) *comply with Rule 57(b).*



.(b) Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (i) must not vote on the matter; and*
- (ii) must not be present while the matter is being considered at the meeting.*

Compliance with the Registered Clubs Accountability Code

(c) The Club (including the Board and all top executives) must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time)."

(II) deleting the beginning of Rule 61(b) and in its place inserting the following new beginning of Rule 61(b):

"(b) The Board shall also convene a general meeting on the requisition of not less than five (5) per cent of Members being at the date of delivery of the requisition at the office of the Club, Members entitled to vote at general meetings of the Club. In such event:"

(mm) deleting from Rule 62(a) the words and figures "fourteen (14)" and in their place inserting the following words and figures "twenty-one (21)".

(nn) deleting Rule 63 and in its place inserting the following new Rule 63:

"63. The business of any annual general meeting includes the receipt and consideration of the accounts, statements and reports prescribed by Section 314 of the Act and when required to elect members of the Board under this Constitution and subject to the Act to appoint auditors."

(oo) inserting new Rule 66(c) as follows:

"(c) The chairperson of a meeting:

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

(pp) inserting new Rule 69A as follows:

69A. Additional Matters for General Meetings

- (a) The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 69A(a) will not operate in relation to a meeting called pursuant to a request or requisition of members.*
- (b) The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*
- (c) The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*



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

(qq) deleting Rules 70 and 71 and in their place inserting the following new Rules 70 and 71:

“70. Minutes of General Meetings, Proceedings and Resolutions

- (a) *The Club must keep minute books in which it records:*

- (i) *proceedings and resolutions of general meetings of the Club; and*
- (ii) *proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);*
- (iii) *resolutions passed by directors without a meeting.*

- (b) *The Club must ensure that:*

- (i) *minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and*
- (ii) *minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.*

- (c) *A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.*

71. The Board shall:

- (a) *cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act; the Registered Clubs Act;*
- (b) *prepare, on a quarterly basis, financial statements that incorporate:*
 - (i) *the Club’s profit and loss accounts and trading accounts for the quarter; and*
 - (ii) *a balance sheet as at the end of the quarter.*
- (c) *cause the financial statements referred to in paragraph (b) of this Rule 71 to be submitted to a meeting of the Board;*
- (d) *make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board;*
- (e) *indicate, by displaying a notice on the Club’s premises and on the Club’s website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule; and*
- (f) *provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.”*



(rr) **deleting Rules 83 to 85 inclusive and in their place inserting the following new sub-heading and Rules 83 to 85D inclusive:**

- “83. *This clause does not limit the ways in which the Club may execute a document. In this regard, the Club may execute a document (including a deed) without using a seal if that document is signed by:*
- (a) *two members of the Board; or*
 - (b) *one member of the Board and the Secretary.*
84. *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 recorded for that member in the Register of Members kept pursuant to this Constitution;*
 - (c) *by displaying the notice on the Club notice board and/or the Club’s website;*
 - (d) *by sending it by any electronic means; or*
 - (e) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*
85. *Where a notice is provided personally in accordance with Rule 84(a), the notice is taken to have been given on the day on which it was provided to the member.*
- 85A. *Where a notice is sent by post to a member in accordance with Rule 84 the notice shall be deemed to have been received by the members:*
- (a) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
 - (b) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*
- 85B. *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*
- 85C. *Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club’s website, the notice is taken to have been given on the day on which it was displayed.*
- 85D. *Where a member is notified of a notice in accordance with Rule 84(e), the notice is taken to have been received on the day following that on which the notification was sent.”*



(ss) inserting the following new heading and Rules 88 and 89 as follows:

“MEETINGS AND VOTING

88. *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;*
 - (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; and*
 - (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.*
89. *If there is any inconsistency between Rule 88 and any other provision of this Constitution, Rule 88 shall prevail to the extent of that inconsistency.”*

(tt) deleting all the references to:

- (a) *the term “he or she” wherever occurring and inserting instead the word “they”;*
- (b) *the term “he or she is” wherever occurring and inserting instead the word “they are”;*
- (c) *the term “his or her” wherever occurring and inserting instead the word “their”;*
- (d) *the term “him or her” wherever occurring and inserting instead the word “them”;*
- (e) *the word “his” wherever occurring and inserting instead the word “the”;*
- (f) *the word “he” wherever occurring and inserting instead the words “the member”;*
- (g) *the word “him” wherever occurring and inserting instead the word “them”; and*
- (h) *the word “Chairman” wherever occurring and inserting instead the word “Chairperson”.*

(uu) by making such general consequential amendments necessary to ensure that cross referencing of Rules and paragraphs, together with Rule and paragraph numbering, are correct throughout the Constitution.

Notes to Members on First Special Resolution

1. **The First 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. **Paragraphs (a) and (b)** inserts new and amends existing definitions used in the Constitution.
3. **Paragraphs (c) and (d)** deals with the right of the Club to refuse entry to Provisional members and clarifies that Provisional members may be entitled to certain privileges.
4. **Paragraph (e)** relates to changes to the admission of Temporary members to bring the Constitution into line with the RCA.
5. **Paragraphs (f), (g), (h), (i) and (j)** make changes to the Rules regarding applications for membership and reflects amendments to the RCA which remove the requirement to display a new members address on the noticeboard.
6. **Paragraph (k)** updates the requirements of the Club to keep a register of members to align with the RCA.
7. **Paragraph (l)** clarifies that members must notify the Club of changes to their contact details.



8. **Paragraphs (m) and (n)** amend the provisions 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.
9. **Paragraph (o)** clarifies that Non Financial members are not entitled to the privileges of membership whilst any money owing by a member to the Club remains outstanding.
10. **Paragraphs (p) and (q)** amend the Rules to reflect the requirements of the Liquor Act and the RCA in relation to minors and the Club's lawful operation of gaming machines.
11. **Paragraphs (r) and (s)** amend the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
12. **Paragraph (t)** amends existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
13. **Paragraph (u)** clarifies the Rules in relation to how a member may resign from membership of the Club.
14. **Paragraphs (v) and (w)** updates the Rules in relation to guests of members. The amendment clarifies that members remain responsible for any guests they invite to the Club, and that guests may
15. **Paragraphs (x), (y), (aa) and (jj)** amend the Rules relating to the composition and election cycles of the Board.
Composition of the Board
16. Rule 38 of the Constitution provides that the Board currently consists of eight (8) Directors comprising of a Chairperson, a Deputy Chairperson and six (6) other Board members.
17. Paragraph (x) amends the composition of the Board to take effect from the election to be held in 2024, where the Board shall consist of no less than five (5) and no more than seven (7) Directors comprising of a Chairperson, a Deputy Chairperson and no less than three (3) and no more than five (5) other Board members. This gives the Club flexibility to increase or decrease the number of sitting ordinary Directors from between 5 and 7 persons (as opposed to being required to consist of at least six (6) ordinary Directors). For the avoidance of doubt, the membership will continue to elect the Chairperson, the Deputy Chairperson and the remaining ordinary director positions at every second Annual General Meeting of the Club.
Biennial Elections of the Board
18. Currently, the Board is elected annually, whereby the entire Board is elected every year at the Annual General Meeting.
19. If the Second Special Resolution is passed, the Constitution will be amended so that, as and from the Annual General Meeting and elections held at the Annual General Meeting next year (2024), the entire Board would be elected every two years for a two year term.
20. This means that if the Second Special Resolution is passed, the Board elected at the 2024 Annual General Meeting will hold office for two years, until the conclusion of the Annual General Meeting held in 2026. At the Annual General Meeting in 2026, the entire Board will retire and all positions will be up for election (for another two year term – to the conclusion of the Annual General Meeting held in 2028).
Quorum for Board meetings
21. Paragraph (jj) clarifies the Rule relating to the quorum required for meetings of the Board. The quorum for Board meetings is five (5) Directors under the proposed new Rule 54.
22. The existing Rule 54 provided that the quorum for meetings of the Board is five (5) Directors, with a minimum of four (4) Directors present in person for the duration of the meeting and a maximum of one (1) Director attending via teleconference, video-conference or internet conferencing for the duration of the meeting. The amendment simply removes the restriction of only one Director attending a Board meeting via technology from counting towards the quorum to reflect the Corporations Act and the RCA, which allow for Board meetings to be held using technology.
23. **Paragraphs (z), (cc), (dd) and (ee)** extend the circumstances upon which a casual vacancy on the Board of the Club will arise, and when a member will not be eligible to nominate for election to the Board to accord with the requirements of the Corporations Act and best practice. The amendments set out additional grounds upon which a member will be ineligible to be elected to the Board including if they cease to be a Financial member, or if they are declared ineligible under the Corporations Act or if they do not have a Director Identification Number, as required by law.
24. **Paragraph (bb)** simply clarifies that in the event there is a shortage of nominees for election to the Board, the positions not having a nominee will be regarded as casual vacancies.
25. **Paragraphs (ff) and (gg)** clarify that the Board has the power to delegate authority to members and employees of the Club as may be necessary and that the Board may exercise its powers only in accordance with the requirements of the Corporations Act and the RCA.



26. **Paragraphs (hh) and (kk)** amend 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. The amendments also change existing provisions relating to Board meetings to bring the Constitution into line with the Corporations Act and RCA by allowing for electronic meetings to occur and the Board to pass a resolution by way of email.
27. **Paragraph (ll)** updates the Rule in relation to the right of the membership to call a general meeting of the Club to align with the requirements of the Corporations Act.
28. **Paragraphs (mm) and (nn)** clarify that the business of the AGM will include any other business deemed necessary to consider at the Annual General Meeting by the Board provided the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting. This reflects the requirements of the Corporations Act.
29. **Paragraph (oo)** adds a new rule which sets out the powers of the chairperson of a general meeting in more detail which reflects the general law.
30. **Paragraph (pp)** adds a Rule 69A relating to general meetings (including Annual General Meetings) including giving the Board the power to cancel or postpone a meeting except one called at the request of members, or to use technology to conduct a general meeting if necessary to bring the Constitution into line with the Corporations Act.
31. **Paragraph (qq)** inserts further provisions relating to the accounting and reporting requirements of the Club to bring the Constitution into line with the Corporations Act and RCA.
32. **Paragraphs (rr) and (ss)** amends existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds new Rules 88 and 89 which reflects recent changes to the RCA including allowing the Club to send notice of a general meeting and documents relating to a meeting electronically.
33. **Paragraphs (ii) and (tt)** merely make general amendments to the language of the Constitution to be gender neutral. Accordingly, gender specific references have been removed from the Constitution as appropriate.
34. **Paragraph (uu)** permits any necessary amendments to be made to address any anomaly in rule numbering and cross referencing throughout the Constitution.

SECOND SPECIAL RESOLUTION

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

That the Constitution of Scotts Head Bowling & Recreation Club be amended by:

- (a) **inserting** the following new sub heading and Rules 30(n) to (r) inclusive:
"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY
 - (n) *If, in the opinion of the Secretary (or their 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 their 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.*
 - (o) *In respect of any suspension pursuant to Rule 30(n), the requirements of Rules 30(a) to 30(l) shall not apply.*
 - (p) *If the Secretary (or their delegate) exercises the power pursuant to Rule 30(n), the Secretary (or their delegate) must notify the member (by notice in writing) that:*
 - (i) *the member has been suspended as a member of the Club;*
 - (ii) *the period of suspension;*
 - (iii) *the privileges of membership which have been suspended; and*
 - (iv) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rule 30(a).*



- (q) *If a member submits a request under Rule 30(p)(iv):*
- (i) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
 - (ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 30(a);*
- and 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 their delegate).*
- (r) *This Rule 30 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in section 77 of the Liquor Act."*

Notes to Members on Second Special Resolution

1. **The Second Special Resolution** inserts new Rules 30(n) to (r) inclusive which gives 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 conduct that is prejudicial to the interests of the Club.
2. 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 a member makes such a request, the Club must commence fresh disciplinary proceedings and hear the matter in full in accordance with Rule 30(a) of the Constitution.
3. This is a provision being adopted by a significant number of clubs on the basis that it allows the Secretary to deal with member disciplinary matters of a minor nature without having to issue a notice of charge or convene a disciplinary meeting of directors.

By Order of the Board,
11th October 2023
SCOTTS HEAD, NSW

Vanessa Barbour
Secretary Manager

SPECIAL NOTE

If you have any questions regarding the Annual Report or Financial Statements for query at the Annual General Meeting, please hand them in writing to the club Secretary, Vanessa Barbour by Sunday 5th November 2023.