



Seventy First Annual General Meeting

Sunday 18 November 2018

FOR THE YEAR ENDING
30 JUNE 2018

Katoomba RSL 86 Lurline Street, Katoomba NSW 2780 p: (02) 4782 2624
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NOTICE OF ANNUAL GENERAL MEETING, ORDINARY RESOLUTIONS AND SPECIAL RESOLUTIONS

16 October 2018

Dear Member,

You are hereby notified that the Seventy First Annual General Meeting of Katoomba RSL All Services Club Limited will be held in the Club Rooms at the premises of Wentworth Falls Bowling Club, Cnr Falls Road & Great Western Highway, Wentworth Falls, New South Wales on **Sunday 18 November 2018** commencing at **11:00 am**.

AGENDA

1. Apologies.
2. To confirm the Minutes of the previous Annual General Meeting.
3. To receive and consider the Financial Report of the Company for the year ended 30 June 2018 and the Reports by Directors and Auditors thereon.
4. To declare the results of the election of the three Group 3 positions in accordance with the triennial rule.
5. To consider and if thought fit pass the Ordinary Resolutions regarding the reimbursement of Directors' expenses contained in this Notice.
6. To consider and if thought fit pass the Special Resolutions to amend the Club's Constitution contained in this Notice.
7. To deal with any other business of which due notice has been given to the Members.

Notice to Members – questions for the Annual General Meeting.

Any member who has a query with regard to the Club's financial accounts for the year ending 30 June 2018 should write to the Secretary/Manager, Katoomba RSL All Services Club, PO Box 820, Katoomba NSW 2780, to be received no later than **Friday 2 November 2018**, so that the necessary research can be undertaken to accurately answer your query.

Members are requested to produce their membership card before signing the attendance register.

ARE YOU FINANCIAL?

By direction of the Board

Dated 16 October 2018

Nick Darias
Secretary/Manager

Please Note:

Members who have **NOT** elected to receive a copy of the summary financial report which contains the Directors' report and the Auditors' report for the year ended 30 June 2018 can obtain this by asking for a copy of the report at the Club or by going to the following link:
<http://www.katoombarsl.com.au/images/katoomba-rsl-summary-financial-report-2018.pdf>

PROCEDURAL MATTERS FOR RESOLUTIONS

1. To be passed an Ordinary Resolution must receive votes in its favour from not less than a majority (ie 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. To be passed the Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
3. The Resolutions should be read in conjunction with the notes to members which accompany each Resolution.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
5. Amendments to the Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the Special Resolution to members.

FIRST ORDINARY RESOLUTION

Notes on the First Ordinary Resolution regarding Directors' expenses

1. Directors of Clubs have specific legal responsibilities under legislation such as the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, Workplace Health & Safety Act, Anti-Discrimination Act and other Acts.
2. The role of Directors of a Board is complex and combines important aspects of good corporate governance and providing strategic leadership. Directors of registered clubs have a significant influence on the management and performance of registered clubs and are ambassadors of the Club.
3. The Registered Clubs industry is highly regulated and Directors must be and remain compliant with complex State and Federal legislative requirements.
4. In 2008 the Independent Pricing and Regulatory Tribunal (IPART) and Clubs NSW recommended several initiatives which include core professional development training for Directors. IPART also noted that management and governance in clubs could be improved if Boards operated more effectively and a key challenge in achieving this was increasing Directors' skill sets throughout the industry.
5. To achieve and maintain good governance and provide strategic leadership, the Directors of the Club must receive formal training in the conduct and performance of their duties.
6. Furthermore, sections in the Registered Clubs Act contain mandatory training requirements.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act: -

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$20,000.00 until the Annual General Meeting of the Club held in 2019 for the professional development and education of Directors including:
- (1) The reasonable cost of Directors and officers attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 - (2) The reasonable cost of Directors and officers attending courses of instruction and training conducted or sponsored by ClubsNSW, or the Australian Institute of Company Directors of the Club Managers Association Australia in an area or areas or subjects relevant to the duties and functions of Directors in which the Director concerned is most in need of instruction and/or training.
 - (3) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club;
 - (4) The reasonable cost of food, travel and accommodation for Directors and their partners and not more than three management staff and their partners attending the Registered Clubs Association's Annual General Meeting, Conferences and Trade Show;
 - (5) The reasonable cost of Directors and officers attending any community or charity function as a representative of the Club when authorized by the Board to do so.
 - (6) The reasonable cost of a laptop or ipad or other similar device.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors or officers of the Club.

SECOND ORDINARY RESOLUTION

Notes on the Second Ordinary Resolution regarding Directors' expenses

1. Directors carry out many duties in relation to the Club. These duties include attending Board and Committee meetings, meeting with and entertaining guests in the Club, and representing the Club at various events.
2. The Second Ordinary Resolution seeks approval of expenditure for the type of expenses listed in the resolution, reasonably incurred by directors in the course of carrying out their duties.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act: -

- (a) The Members hereby approve and agree to expenditure by the Club in a sum not exceeding \$9,000.00 until the Annual General Meeting of the Club held in 2019 for the following activities:

- (1) Reasonable expenditure for a meal and beverage for each Director immediately before or after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (2) Reasonable expenditure incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (3) Reasonable expenditure on food and refreshment for each Director and one guest of that Director dining in one of the Club's dining rooms on no more than eight occasions on production of invoices, receipts and other proper documentary evidence of such expenditure when such expenditure is approved by the Board at the next monthly Board meeting as being reasonable and properly incurred in the course of that Director's duties in relation to the Club;
 - (4) Reasonable expenditure on food and refreshment for Directors and senior management entertaining guests of the Club in the Club's dining rooms on production of invoices, receipts and other proper documentary evidence of such expenditure when such expenditure is approved by the Board at the next monthly Board meeting as being properly incurred in the course of that Director's or senior management officer's duties in relation to the Club and as being reasonable;
 - (5) Reasonable expenditure on a Club blazer and attire for each Director who does not possess such item of clothing.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors or officers of the Club.

FIRST SPECIAL RESOLUTION

That the Constitution of Katoomba RSL Services Club Limited be amended by:

- (a) **deleting** the definition of "*Ex Serviceman*" in Rule 5(a) and **inserting** the following definition in Rule 5(a) in alphabetical order:

*“**Australian Defence Force Member**” means a person who is or was a member of the Australian Defence Force.”*

- (b) **deleting** from Rules 22(a)(i) and 22(a)(ii) the words "*Ex Service Member*" and in their place **inserting** the words "*Australian Defence Force Member*".

Notes to members on First Special Resolution

1. The First Special Resolution proposes to replace the current definition of "Ex Serviceman" with a new definition of "Australian Defence Force member". The definition determines whether a person is eligible to belong to the RSL member category of the Club.
2. The current definition of Ex Serviceman is:

“Any person who is eligible to be an ordinary member of the Returned Services League as resolved by the 67th National Congress of the RSL in September 1982.”

3. Accordingly, the proposed change in the definition will allow all current and previous members of the Australian Defence Force to belong to the RSL membership category of the Club. The qualification will not be determined by reference to the documents of the RSL State Branch, but simply membership of the Australian Defence Force. Furthermore, the new definition will use gender neutral language and not distinguish between different members of the Australian Defence Force.

SECOND SPECIAL RESOLUTION

That the Constitution of Katoomba RSL Services Club Limited be amended by:

- (a) **inserting** at the start of Rule 52(a) the words “*Subject to Rule 52(a1), 52(a2), 52(a3);*”
- (b) **inserting** the following new Rules 52(a1), 52(a2) and 52(a3):
- “52(a1) *Subject to Rules 52(a2) and 52(a3), as and from the conclusion of the Annual General Meeting of the Club held in 2018, and for the purposes of the meeting of directors held pursuant to Rule 56(aa) to elect officeholders held in 2018, the Board shall consist of nine (9) directors, comprising a President, a Vice President and seven (7) ordinary directors.*”
- 52(a2) *Subject to Rule 52(a3), as and from the conclusion of the Annual General Meeting of the Club held in 2019, and for the purposes of the meeting of directors held pursuant to Rule 56(aa) to elect officeholders held in 2019, the Board shall consist of eight (8) directors, comprising a President, a Vice President and six (6) ordinary directors.*
- 52(a3) *As and from the conclusion of the Annual General Meeting of the Club held in 2020, and for the purposes of the meeting of directors held pursuant to Rule 56(aa) to elect officeholders held in 2020, the Board shall consist of seven (7) directors, comprising a President, a Vice President and five (5) ordinary directors.”*
- (c) **deleting** Rule 55 and in its place **inserting** the following new Rule 55:
- “(a) *Subject to Rule 55(a), at least four (4) directors must be RSL members.*
- (b) *As and from the conclusion of the Annual General Meeting of the Club held in 2020, and for the purposes of the election of the Board held in that year, the Board shall consist of at least three (3) RSL members.”*
- (d) **deleting** from Rule 56(aa) the words “*President, a Senior Vice President and a Junior Vice President*” and in their place **inserting** the words “*a President and a Vice President*”.
- (e) **deleting** from Rule 56(cc) the words “*President, Senior Vice President or Junior Vice President*” and in their place **inserting** the words “*President and Vice President*”.
- (f) **deleting** from Rule 65 the words “*a Vice President*” and the words “*the Vice Presidents*” and in their place **inserting** the words “*the Vice President*”.

- (g) **inserting** at the end of Rule 66 the words “*provided that as and from the conclusion of the Annual General Meeting of the Club held in 2019, the quorum shall be four (4) directors.*”

Notes to members on Second Special Resolution

1. The Second Special Resolution proposes to make 3 changes to the size and structure of the Board.
2. Currently, the Board consists of 9 directors, comprising of a President, a Senior Vice President, a Junior Vice President and 6 ordinary directors. The Board is elected under the Triennial Rule, where a third of the Board is elected every year for 3 year terms. After each Annual General Meeting, the directors then holding office meet to elect the President, Senior Vice President and Junior Vice President for the next 12 months.
3. If the Second Special Resolution is passed, the first change will be to the officeholder positions that currently exist. The amendments provide that the positions of Senior Vice President and Junior Vice President will be removed and replaced with one single Vice President’s position.
4. Accordingly, the Board would comprise a President, a Vice President, and ordinary directors.
5. If the Second Special Resolution is passed, this change will take effect from the conclusion of this year’s Annual General Meeting.
6. The second change proposed in the Second Special Resolution is to reduce the overall number of directors from 9 to 7 over the next 2 years.
7. The Registered Clubs Act provides that each group in the Triennial Rule must be, as nearly as practicable, equal in number. (As the Board currently consists of 9 directors, each of the groups consist of 3 directors.)
8. Accordingly, the Second Special Resolution proposes to reduce the overall number of directors from 9 to 7 by removing 1 ordinary director’s position in 2019, and a further ordinary director position in 2020. This means that, under the Triennial Rule, there will be 2 groups of 2 directors each and one group of 3 directors.
9. The Board is proposing this change to reflect recent trends not only in clubs but in companies generally, where the number of directors and range of specific officeholders is reduced.
10. The Registered Clubs Act also now gives boards of clubs the power to directly appoint or co-op up to 2 members with specific skill sets on to the board. Reducing the number of elected director positions to 7 will allow the Board to take advantage of this provision in the future and still stay within the maximum number of directors, which is 9.
11. The third change deals with the minimum number of directors who must be RSL members. Currently, the Constitution provides that the Senior Vice President, and a certain number of ordinary directors must be RSL members of the Club.
12. That certain number is determined by the total number of directors. For example, the Constitution provides that if the Board consists of nine (9) members, the Senior Vice

President and at least three (3) other directors have to be RSL members. If the Board was ever reduced to seven (7) directors, the Constitution provides that the Senior Vice President and at least two (2) other directors must be RSL members.

13. If this Second Special Resolution is passed, the position of Senior Vice President will be removed and there will only be one (1) Vice President's position. In accordance with this, the Second Special Resolution will also amend the Rules in relation to the minimum number of RSL directors.
14. The minimum number in total of RSL directors will remain the same. However, that minimum number can be filled by any directors. Furthermore, any member will be eligible for any office on the Board – that is, the Vice President's position will not be reserved for RSL members.
15. Under the Constitution, only Financial RSL members and Life members who are also RSL members can vote on amendments to Rules 52 and 55. The Second Special Resolution proposes to amend other Rules. However, those other amendments only arise as a direct consequence of the substantive changes in Rules 52 and 55.

THIRD SPECIAL RESOLUTION

THIRD SPECIAL RESOLUTION IF THE SECOND SPECIAL RESOLUTION IS PASSED

That the Constitution of Katoomba RSL Services Club Limited be amended by **deleting** Rules 56(aa), (bb) and (cc) and **inserting** the following new Rules:

- “(aa) As soon as practicable after each Annual General Meeting of the Club, the directors then holding office shall meet to elect specific officeholders in accordance with the remaining provisions of this Rule 56.*
- “(bb) The President and Vice President shall be elected at the meeting of the Board held pursuant to Rule 56(aa) in 2018, and every third such meeting thereafter.*
- “(cc) A director so appointed shall hold office as President and Vice President, subject to this Constitution, until the conclusion of the third Annual General Meeting after that appointment.*
- “(dd) If the office of President or Vice President becomes vacant during any three year term, the Board has power to appoint from among their own number or amongst the membership of the Club, a person to fill that vacant office. Such an appointee will hold office until the conclusion of the Annual General Meeting at which the previous President, or Vice President would have ceased to hold the office in accordance with Rule 56(cc).”*

THIRD SPECIAL RESOLUTION IF THE SECOND SPECIAL RESOLUTION IS NOT PASSED

That the Constitution of Katoomba RSL Services Club Limited be amended by **deleting** Rules 56(aa), (bb) and (cc) and **inserting** the following new Rules:

- “(aa) As soon as practicable after each Annual General Meeting of the Club, the directors then holding office shall meet to elect specific*

officeholders in accordance with the remaining provisions of this Rule 56.

- (bb) The President, Senior Vice President and Junior Vice President shall be elected at the meeting of the Board held pursuant to Rule 56(aa) in 2018, and every third such meeting thereafter.*
- (cc) A director so appointed shall hold office as President, Senior Vice President and Junior Vice President, subject to this Constitution, until the conclusion of the third Annual General Meeting after that appointment.*
- (dd) If the office of President Senior Vice President and Junior Vice President becomes vacant during any such period, the Board has power to appoint from among their own number or amongst the membership of the Club, a person to fill that vacant office. Such an appointee will hold office until the conclusion of the Annual General Meeting at which the previous President, Senior Vice President or Junior Vice President would have ceased to hold the office in accordance with Rule 56(cc)."*

Notes to members on Third Special Resolution

1. The Third Special Resolution proposes to amend the term of office for the officeholder/"executive" positions on the Board.
2. Currently, the Constitution provides that:
 - (a) the President, Senior Vice President and Junior Vice President are elected from amongst the Board at a meeting of the Board held as soon as practicable after each Annual General Meeting; and
 - (b) the directors so appointed hold office until the conclusion of the next Annual General Meeting (ie approximately 12 months).
3. If the Third Special Resolution is passed,
 - (a) the officeholders will be elected in 2018, and then every 3 years to serve in those positions for a 3 year term;
 - (b) if a director elected by the Board as one of the officeholders ceases to hold office during any 3 year term, the directors then shall have the power another director or member to that position;
 - (c) that member so appointed will continue in that office until the conclusion of the Annual General Meeting at which the previous officeholder would have ceased to hold office – that is, they would be appointed to fill the remaining time of that 3 year term. For example, if the President elected in 2018 ceased to hold office in 2020, a member appointed as President would serve in that office until 2021.
4. The Board is proposing this change so that the directors elected by the Board to the officeholder positions can have the sufficient time to serve in those roles and develop continuity in the position.

5. The Board is elected under the Triennial Rule, whereby a third of the Board is elected every 3 years for 3 terms.
6. The proposed terms of office for the officeholder positions in the Third Special Resolution will not affect this method of election. Directors will still be elected for 3 year terms. If a director elected as President during their 3 year director term is not re-elected as a director when the 3 year director expires, they will cease to be President. The Board will then have power to fill that vacancy for the remainder of the 3 year Presidential term.
7. Two forms of the Third Special Resolution are contained in the Notice. This is to take into account the fact the officeholder positions on the Board will change if the Second Special Resolution is passed.

FOURTH SPECIAL RESOLUTION

FOURTH SPECIAL RESOLUTION IF THE THIRD SPECIAL RESOLUTION IS PASSED

That the Constitution of Katoomba RSL Services Club Limited be amended by **inserting** the following new Rule 54(e1), 54(e2) and 54(e3):

- “(e1) *Notwithstanding any other provision of this Constitution, apart from and subject to Rule 54(e3) a member shall not be entitled to serve more than 2 consecutive full 3 year terms as President.*
- “(e2) *Notwithstanding any other provision of this Constitution, apart from and subject to Rule 54(e3) a member shall not be entitled to serve more than 2 consecutive full 3 year terms as a Vice President.*
- “(e) *The term limits contained in Rules 54(e1) and 54(e2) commence from the meeting of the Board held pursuant to Rule 56(aa) in 2018, so that any period served as President or a Vice President prior to that meeting will not be included when determining whether a member has served 2 consecutive 3 year terms in such a role.”*

FOURTH SPECIAL RESOLUTION IF THE THIRD SPECIAL RESOLUTION IS NOT PASSED

That the Constitution of Katoomba RSL Services Club Limited be amended by **inserting** the following new Rules 54(e1) and 54(e2):

- “(e1) *Notwithstanding any other provision of this Constitution, apart from and subject to Rule 54(e3), a member shall not be entitled to serve more than 6 consecutive full 1 year terms as President.*
- “(e2) *Notwithstanding any other provision of this Constitution, apart from and subject to Rule 54(e3) a member shall not be entitled to serve more than 6 consecutive full 1 year terms as a Vice President.*
- “(e) *The term limits contained in Rules 54(e1) and 54(e2) commence from the meeting of the Board held pursuant to Rule 56(aa) in 2018, so that any period served as President or a Vice President prior to that meeting will not be included when determining whether a member has served 6 consecutive 1 year terms in such a role.”*

Notes to members on Fourth Special Resolution

1. The Fourth Special Resolution proposes to introduce term limits for the officeholder/“executive positions”.
2. As is the case with the Third Special Resolution, two versions of the Fourth Special Resolution are proposed. This is because the amendments to be made under the Fourth Special Resolution will depend upon whether the Third Special Resolution is passed, ie whether the officeholder will serve 3 year terms.
3. If the Fourth Special Resolution is passed, a member will not be entitled to be the President for more than
 - (a) 2 consecutive 3 year terms, if the Third Special Resolution is passed;
 - (b) 6 consecutive 1 year terms, if the Third Special Resolution is not passed.
4. The same term limits will be placed on members who are elected as a Vice President.
5. Effectively, the maximum consecutive period for which a director could serve in these roles would be approximately 6 consecutive years.
6. The amendments also contain a transitional provision, so that any time served as the President or a Vice President prior to the amendment being made will not be counted for the new term limits.
7. The Board is proposing this amendment to ensure that there will be sufficient change in the leadership positions on the Board and encourage directors to take on those roles. However, the transitional provisions will allow the new requirement to take effect gradually.

FIFTH SPECIAL RESOLUTION

That the Constitution of Katoomba RSL Services Club Limited be amended by **inserting** the following new Rule 54(f1) and 54(f2):

- “(f1) *Notwithstanding any other provision of this Constitution, apart from and subject to Rule 54(f2), a member will not be entitled to serve more than 3 consecutive full 3 year terms as a director.*
- (f2) *Any member who was a director immediately prior to the Annual General Meeting of the Club held in 2018, and remained a director at the conclusion of that meeting, will not be entitled after that meeting to serve more than 2 consecutive full 3 year terms as a director. This Rule shall only apply to the 2 full consecutive terms of a director held immediately after the 2018 Annual General Meeting. If such a director is elected or appointed to the Board after this time, Rule 54(f1) shall apply.*

Notes to members on Fifth Special Resolution

1. The Fifth Special Resolution also proposes to introduce term limits for the position of director.

2. If passed, a member will not be eligible to be a director for more than 3 consecutive 3 year terms.
3. Again, this is to help ensure diversity and change in the Board.
4. Like the Fourth Special Resolution, the Fifth Special Resolution contains a transitional provision so that the new term limit can be phased in over the next few years. Time served by current directors will not be counted for the purposes of the proposed new term limits. However, current directors will only be able to serve 2 consecutive 3 year terms from the 2018 Annual General Meeting.

SIXTH SPECIAL RESOLUTION

That the Constitution of Katoomba RSL Services Club Limited be amended by:

- (a) inserting the following new Rule 54(g):

“(g) Notwithstanding any other provision in this Constitution, a member who is not then a director is not entitled to stand for, or be elected or be appointed to the Board unless the member has attended the most recent pre-nomination information session conducted by the Club for candidates.”

- (b) inserting the following new Rule 83(i):

“(i) If the director fails to complete any training requirements in accordance with the Registered Clubs Act for this Constitution.”

Notes to members on Sixth Special Resolution

1. The Sixth Special Resolution proposes to introduce new education and training requirements for directors and candidates for the Board.
2. If passed, the Sixth Special Resolution will provide that a member cannot be a candidate for election to the Board unless they attend a pre-nomination information session conducted prior to an election. This is to ensure that the candidates for election have sufficient knowledge of the role of being a director in a club to make an informed decision as to whether or not to continue as a candidate.
3. The Sixth Special Resolution also provides that a director will cease to hold office if they fail to satisfy the mandatory education requirements provided by the Registered Clubs Act.

SEVENTH SPECIAL RESOLUTION

That the Constitution of Katoomba RSL Services Club Limited be amended by **deleting** Rules 73 to 81 inclusive and the headings before those Rules and inserting in their place the following new headings and Rules 48 to 50 inclusive:

“73. MATERIAL PERSONAL INTERESTS OF DIRECTORS

73. *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 declare the nature of the interest at a meeting of the Board and comply with Rule 74.*
74. *Subject to Section 195 of 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:*
- (a) *must not vote on the matter; and*
 - (b) *must not be present while the matter is being considered at the meeting.*

REGISTERED CLUBS ACCOUNTABILITY CODE

75. *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 75 to 81F.*
76. *For the purposes of this Rules 76 to 81F, the following terms shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations:*
- (a) *close relative; and*
 - (b) *controlling interest;*
 - (c) *departmental Secretary;*
 - (d) *management contract;*
 - (e) *manager;*
 - (f) *pecuniary interest;*
 - (g) *top executive.*

Contracts With Top Executives

77. *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*
- (a) *the top executive's terms of employment; and*
 - (b) *the roles and responsibilities of the top executive;*
 - (c) *the remuneration (including fees for service) of the top executive;*
 - (d) *the termination of the top executive's employment.*
78. *Contracts of employment with top executives:*
- (a) *will not have any effect until they approved by the Board; and*

- (b) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

Contracts With Directors Or Top Executives

- 79. *The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*
- 80. *A “pecuniary interest” in a company for the purposes of Rule 79 does not include any interest exempted by the Registered Clubs Act.*

Contracts With Secretary And Managers

- 81. *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*
 - (a) *the Secretary or a manager; or*
 - (b) *any close relative of the Secretary or a manager;*
 - (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

Loans To Directors And Employees

- 81A. *The Club must not:*
 - (a) *lend money to a director of the Club; and*
 - (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

Restrictions On The Employment Of Close Relatives Of Directors And Top Executives

- 81B. *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*
- 81C. *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person’s employment.*

Disclosures By Directors And Employees Of The Club

- 81D. *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*
 - (a) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*

- (b) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
- (c) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises,*
- (d) *any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the club.*

81E. *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 81D.*

PROVISION OF INFORMATION TO MEMBERS

81F *The Club must:*

- (a) *make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates, and*
- (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.*

Notes to members on Seventh Special Resolution

1. The Seventh Special Resolution significantly amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the recent amendments to the corporate governance and accountability provisions of the Registered Clubs Act.

VOTING FOR DIRECTORS

Proxy Voting is not permissible

1. The Board will appoint at least two (2) Scrutineers to assist the Returning Officer. Each nominee has the right to appoint one (1).
2. Each member will receive a Ballot paper at the place of voting, PROVIDED he or she can show their current membership card and is eligible to vote in the election.
3. The Ballot paper shall contain names of all duly nominated candidates for election to the Board. The order in which names appear on the ballot paper shall be determined by lot.
4. The voter shall mark his or her ballot paper by consecutive numbers, in order of preference from first to last, all squares MUST be numbered.

5. In any case of doubt as to the formality of the ballot paper the matter shall be referred to the Returning Officer whose decision shall be final.
6. In the event of an equality of votes for two or more candidates, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
7. At the closing of the Ballot, the Returning Officer and the authorized persons, assisted by the Scrutineers shall proceed with the examination of the ballot papers and shall report the results to the Annual General Meeting, then declare such Candidate or Candidates who received the greatest number of votes duly elected.
8. The votes to be counted will be equal to the number of positions to be filled. That is as three positions on the Board are to be elected this year under the triennial election of Directors, votes 1 to 3 will be conducted and will have equal value.
9. In accordance with Rule 33(d) of the Constitution no member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
10. A nomination can be withdrawn at any time prior to the commencement of the voting.

VOTING TIMES IF VOTING IS REQUIRED

WENTWORTH FALLS BOWLING CLUB

MONDAY	12 November 2018	6.00pm – 8.00pm
WEDNESDAY	14 November 2018	12.00pm – 2.00pm
WEDNESDAY	14 November 2018	6.00pm – 8.00pm
THURSDAY	15 November 2018	6.00pm – 8.00pm
FRIDAY	16 November 2018	6.00pm – 8.00pm
SATURDAY	17 November 2018	2.00pm – 4.00pm