

DUBBO RSL MEMORIAL CLUB LIMITED
ACN 000 965 355

NOTICE OF GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given of a General Meeting of the Members of **DUBBO RSL MEMORIAL CLUB LIMITED** to be held on **25 November 2018** commencing at 12.00 noon in the premises of the Club, Brisbane Street, Dubbo, NSW.

BUSINESS

The business of the Meeting will be to consider and if thought fit pass the Ordinary Resolution and the two (2) Special Resolutions set out below.

SUMMARY OF RESOLUTIONS

1. The Ordinary Resolution and the First Special Resolution deal with matters relating to the proposed amalgamation between the Club and Dubbo City Bowling Club Limited.
2. The Second Special Resolution does not relate to the proposed amalgamation but it proposes a series of amendments to the Club's Constitution to bring it into line with relevant legislation.
3. The Explanatory Notes which follow the Resolutions provide a more detailed summary of the Resolutions.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. All members of the RSL Club (other than Honorary, Provisional, Temporary and Junior Sporting members) can vote on the Ordinary Resolution.
2. To be passed the Ordinary Resolution requires votes from a simple majority (50% plus one) of those members who being eligible to do so are present and vote on the Ordinary Resolution at the meeting.
3. 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.
4. Only Life members and RSL members can vote on the Special Resolutions.
5. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
6. The Board recommends that members vote in favour of the Ordinary Resolution and Special Resolutions.

ORDINARY RESOLUTION

That the members hereby:

- (a) approve in principle the amalgamation of Dubbo RSL Memorial Club Limited ACN 000 965 355 (**RSL Club**) with Dubbo City Bowling Club Limited ACN 001 004 520 (**Bowling Club**), such amalgamation to be effected by:
 - (i) the continuation of the RSL Club (as the Amalgamated Club) and the dissolution of the Bowling Club; and
 - (ii) the transfer of the Bowling Club's club licence to the RSL Club.
- (b) approve the making of an application to the Independent Liquor and Gaming Authority (**Authority**) to transfer the Bowling Club's club licence to the RSL Club for the purposes of the amalgamation;
- (c) for the purposes of section 41E of the Registered Clubs Act, declare the Bowling Club's land and licensed premises at Wingewarra Street, Dubbo (**Bowling Club Premises**) to be "non-core property" of the Amalgamated Club.

EXPLANATORY NOTES TO MEMBERS ON THE ORDINARY RESOLUTION

1. The Ordinary Resolution is made up of a number of parts. In this regard:
 - (a) **Paragraph (a)** seeks to obtain member approval for the amalgamation of the RSL Club and the Bowling Club; And
 - (b) **Paragraph (b)** seeks to obtain member approval for the clubs making an application to the Authority to obtain approval for the amalgamation;
 - (c) **Paragraph (c)** seeks a declaration from members that the Bowling Club Premises will be non-core property of the Amalgamated Club.

2. An amalgamation between two registered clubs is governed by the provisions of the *Registered Clubs Act*.
3. One of the requirements of the *Registered Clubs Act* is that the two clubs have to enter into a Memorandum of Understanding (**MOU**) which covers various matters specifically required by the *Registered Clubs Act* to be covered. The MOU can also deal with additional matters.
4. The RSL Club and the Bowling Club have entered into a MOU. A true copy of that document is available on the webpage of the RSL Club and copies are on display on the RSL Club's noticeboard. Further copies may be obtained on request from the RSL Club.
5. Members are encouraged to carefully read the terms of the MOU and, if they have any questions or are seeking clarification of any matter relating to the amalgamation or what is contained in the MOU, they should direct their enquiries to Gus Lico (Chief Executive Officer).
6. What follows in these notes is a summary of some of the principle features of the MOU and the steps that need to be followed in the amalgamation process.

Intentions of Amalgamation

7. The Amalgamation is intended to enhance the facilities and amenities of both clubs.
8. The Amalgamation is also intended to:
 - (a) in due course, relocate the club and bowling facilities of the Bowling Club (including the transfer of the Bowling Club's liquor licence) to new premises which will be located on land yet to be acquired by the RSL Club (as the Amalgamated Club) within the Dubbo Regional Council area (**the New Club Premises**); and
 - (b) facilitate the sale of the Bowling Club Premises after the club and bowling facilities of the Bowling Club have been relocated to the New Club Premises.

Effecting the Amalgamation

9. The amalgamation is being effected by the dissolution of the Bowling Club and the continuation of the RSL Club.

Premises of Amalgamated Club

10. The RSL Club will initially operate the Amalgamated Club from the RSL Club Premises and the Bowling Club Premises.
11. However, assuming the club and bowling facilities of the Bowling Club are relocated to the New Club Premises, the Amalgamated Club will operate from the RSL Club Premises and the New Club Premises.

Management of Amalgamated Club

12. The Board of the Amalgamated Club will be the Board of Directors of the RSL Club.
13. The Chief Executive Officer and Secretary of the Amalgamated Club will be the Chief Executive Officer and Secretary of the RSL Club.

Constitution of Amalgamated Club

14. The constitution of the Amalgamated Club will be the constitution of the RSL Club subject to any amendments necessary for the amalgamation.

Traditions, Amenities and Community Support of the Bowling Club

15. The traditions, amenities, culture and memorabilia of the Bowling Club will be maintained by the Amalgamated Club at the Bowling Club Premises and at the New Club Premises.
16. The honour boards of the Bowling Club will remain in place at the Bowling Club Premises and be displayed either as they are or electronically at the New Club Premises.
17. The Amalgamated Club will actively support and promote the sport of lawn bowls at the Bowling Club Premises and the New Club Premises.
18. The Amalgamated Club will continue to support the community to the same extent provided by the Bowling Club and will explore opportunities to enhance community support.

Bowling Club Premises

19. The Bowling Club Premises will continue to be named and promoted as the "Dubbo City Bowling Club".
20. The Bowling Club's insignia will be retained whilst the Amalgamated Club is still operating from the Bowling Club Premises.

21. The RSL Club will, until all the activities of the Bowling Club are transferred to the New Club Premises:
- (a) carry on the business of a licensed registered club at the Bowling Club Premises with all the facilities and amenities of a registered club; and
 - (b) maintain the bowling greens and bowling activities at the Bowling Club Premises.
22. Subject to certain circumstances arising (including but not limited to the relocation of the club and bowling facilities of the Bowling Club to the New Premises), the Amalgamated Club will continue to trade from Bowling Club Premises and continue the sporting activities at the Bowling Club Premises for no less than three (3) years.

Bowling Activities and Bowling Sub-Clubs

23. The Amalgamated Club will maintain the bowling greens and bowling activities at the Bowling Club Premises up to the date the club and bowling facilities of the Bowling Club are relocated to the New Club Premises.
24. Subject to the general control and supervision of the Board of the Amalgamated Club, the committees of the current bowling sub clubs operating at the Bowling Club premises shall continue to operate and control the sport of bowls at the Bowling Club and at the New Club Premises.
25. The Amalgamated Club intends for the men's and women's bowling sub clubs to:
- (a) have their own constitutions, committees and members;
 - (b) continue using their existing names and the insignia of the Bowling Club;
 - (c) affiliate with the Royal New South Wales Bowling Association and the New South Wales Women's Bowling Association;
 - (d) continue conducting and holding bowls, competitions, tournaments and events.

Relocation of the Bowling Club to New Club Premises

26. The Amalgamated Club intends to relocate the Bowling Club's liquor licence and bowling greens to the New Club Premises subject to the following conditions being satisfied:
- (a) The Amalgamated Club acquiring suitable land for the New Club Premises (including bowling greens); and
 - (b) The Amalgamated Club obtaining consents for the construction of licensed club premises and two bowling greens at the New Club Premises;
 - (c) The Amalgamated Club making a successful application to transfer the Bowling Club's liquor licence from the Bowling Club Premises to the New Club Premises;
 - (d) The New Club Premises and bowling greens being constructed, fitted out and ready to trade;
 - (e) The Authority approving:
 - (i) a threshold increase for gaming machines in the New Club Premises equivalent to the gaming machine threshold at the Bowling Club Premises as at the date of the application for the threshold increase; and
 - (ii) the transfer of all of the gaming machine entitlements at the Bowling Club Premises to the New Club Premises.
27. After the club and bowling facilities of the Bowling Club have been relocated to the New Club Premises, the Amalgamated Club will sell the Bowling Club Land.
28. The Amalgamated Club proposes to construct two (2) bowling greens at the New Club Premises which will be of a standard suitable for competition bowls. The Board of the Amalgamated Club will, in its absolute discretion, determine whether the greens will be constructed using grass or a synthetic material and the specifications of the greens.
29. The New Club Premises will have the usual types of facilities and amenities offered by registered clubs including a bar, restaurant, lounge and gaming and its trading name will be determined by the Board of the Amalgamated Club.

The Bowling Club's Employees

30. Before the completion of the amalgamation, the RSL Club (as the Amalgamated Club) will assess the anticipated ongoing operational staffing requirements of the Amalgamated Club operating from both premises.
31. The RSL Club will make offers of employment to only those employees of the Bowling Club it wishes to employ and on the same term as those offered to employees of the RSL Club.

32. Subject to those employees of the Bowling Club accepting the offer of employment made by the RSL Club, the employment with the RSL Club will be regarded as a continuation of employment and the RSL Club will recognise their statutory entitlements accrued during their employment with the Bowling Club.
33. Any employee of the Bowling Club who does not receive an offer of employment or who does not accept an offer of employment with the Amalgamated Club will be paid their full entitlements when their employment with the Bowling Club comes to an end.

The Bowling Club's Members

34. Life members and RSL members will be asked to consider and if thought fit pass the Special Resolution contained in this Notice to create a category of membership for the Bowling Club's members.
35. The new category of membership will be known as "Dubbo City Bowling Club membership" and "Dubbo City Bowling Club members" will have the same rights as Associate members under the Constitution of the RSL Club.

The Bowling Club's Poker Machine Entitlements

36. The Bowling Club has seventeen (17) gaming machine entitlements.
37. The RSL Club intends to retain seventeen (17) gaming machine entitlements at the Bowling Club Premises until the Amalgamated Club ceases trading from the Bowling Club Premises.
38. After the Amalgamated Club ceases trading from the Bowling Club Premises, the seventeen (17) gaming machine entitlements will be transferred to the New Club Premises.

The Amalgamation Process

39. Each club must hold a meeting of its members to approve the amalgamation in the same terms as the Ordinary Resolution above. In this regard, the Bowling Club's members have passed an Ordinary Resolution to enter into the amalgamation with the Club.
40. Once both clubs have approved the amalgamation an application will be made to the Authority for approval of the amalgamation. The RSL Club will have the carriage of that application.
41. Once the approval of the Authority to the amalgamation has been obtained (and subject to due diligence and all other necessary steps being completed) there will be a formal commercial settlement. On the day of that settlement the following things (amongst others) will happen:
 - (a) the Bowling Club will transfer its assets and land to the RSL Club; and
 - (b) All members of the Bowling Club who have consented to become members of the RSL Club will be admitted to membership of the RSL Club;
 - (c) The Bowling Club employees who are offered and accept employment with the RSL Club will become employees of the RSL Club.
 - (d) The Bowling Club's club licence will be transferred to the RSL Club;
 - (e) The RSL Club will become responsible for the management of the Amalgamated Club and will be responsible for the debts and liabilities of the Bowling Club from that time on.
42. After completion of the amalgamation, the Bowling Club will proceed to a member's voluntary winding up.

FIRST SPECIAL RESOLUTION

Provided the Ordinary Resolution is passed and the amalgamation of Dubbo RSL Memorial Club Limited and Dubbo City Bowling Club Limited is completed (in the manner referred to in the Memorandum of Understanding between the clubs), the Constitution of Dubbo RSL Memorial Club Limited be amended by:

- (a) **deleting** Rule 20 and in lieu thereof **inserting** the following new Rule 20:

"20. Unless and until otherwise determined by the Board, Ordinary membership of the Club consists of the following classes:

 - (a) *R.S.L members; and*
 - (b) *Associate members;*
 - (c) *Junior Sporting members;*
 - (d) *Dubbo City Bowling Club members"*
- (b) **inserting** the following new Rule 23(d):

"(d) Dubbo City Bowling Club members

Dubbo City Bowling Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of the Dubbo City Bowling Club Limited and who are admitted to membership of the Club pursuant to Rule 34A for the purposes of the amalgamation between the Club and Dubbo Bowling Club Limited."

- (c) **deleting** from Rule 25 the words "and financial Associate member" and in lieu thereof **inserting** the words "financial Associate members and financial Dubbo City Bowling Club members".
- (d) **inserting** into Rule 25(a) the words "and Dubbo City Bowling Club members" after the words "Associate members".
- (e) **inserting** the following new heading and new Rule 34A:
- "ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION**
- 34A (a) *Rules 32 to 34 inclusive shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and this Rule 34A.*
- (b) *A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.*
- (c) *The agreement referred to in Rule 34A (b) must be:*
- (i) *in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club;*
- (ii) *in such form as approved by the Board from time to time.*
- (d) *Any person who completes and signs the agreement referred to in Rule 34A(c) and returns that agreement to the Club shall, after the procedure set out in Rule 33(b) has been followed, be entered in the Register of Members of the Club as a member and shall from the date of entry on the register be a member of the Club."*
- (f) **deleting** from Rule 50(b) the words "or Associate members" and in lieu thereof **inserting** the words "Associate members or Dubbo City Bowling Club members".
- (g) **deleting** from Rule 51(d) the words "or Associate member" and in lieu thereof **inserting** the words "Associate member or Dubbo City Bowling Club member"
- (h) **inserting** into Rule 52(a) the words "or Dubbo City Bowling Club members" after the words "Associate members".

EXPLANATORY NOTES TO MEMBERS ON THE FIRST SPECIAL RESOLUTION

1. The First Special Resolution will only be considered if the Ordinary Resolution is passed by members.
2. It is a requirement of the Registered Clubs Act that a separate category of membership is established for amalgamated members.
3. To satisfy the above requirement, the Special Resolution proposes for a new category of membership to be known as "Dubbo City Bowling Club members" to be inserted into the Club's Constitution.
4. Dubbo City Bowling Club members will have the same rights as "Associate members" of the Club.
5. The First Special Resolution also proposes to introduce a series of provisions relating to the admission of persons to membership of the Club pursuant to an amalgamation.

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 Dubbo RSL Memorial Club Limited be amended by:

- (a) **deleting** Rule 15 and in lieu thereof **inserting** the following new Rule 15:
- "15. Deleted."
- (b) **inserting** the following new Rule 28(c):

"(c) Any person who produces evidence that he or she is a current or former member of the Australian Defence Force (as defined in the Registered Clubs Act)."

(c) **inserting** into Rule 31(b) the words *"and subject to Rule 49(i), to introduce guests into the Club"* after the words *"from time to time"*.

(d) **deleting** from Rule 31(d) the words *"A Director"*.

(e) **inserting** into Rule 32 the words *"a Life member"* after the words *"other than as"*.

(f) **deleting** Rule 47 and in lieu thereof **inserting** the following new Rule 47:

"47 (a) In addition to any powers under section 77 of the Liquor Act the Secretary or subject to Rule 47(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; or

(ii) who, for the purposes of prostitution, engages or uses any part of the premises of the club; or

(iii) whose presence on the premises of the club renders the club or the Secretary liable to a penalty under the Clubs Act; or the Liquor Act.

(iv) who hawks, peddles or sells any goods on the premises of the club; or

(v) who uses, or has in his or her possession,, while on the premises of the club any substance that the Secretary suspects of being a prohibited drug or plant;

(vi) who, within the meaning of the Smoke-Free Environment Act, smokes while on any part of the premises that is smoke-free;

(vii) whom the Club, under the conditions of its Club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.

(b) If pursuant to Rule 47(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 47(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 47(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 47(a)(i), 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 47(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 47(a) (i), 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 employee who under these Rules is 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 senior employee then on duty; and

(ii) Any employee authorised by the Secretary to exercise such power."

(g) **deleting** Rule 49(a) and in lieu thereof **inserting** the following new Rule 49(a):

"(a) All members (other than Junior Sporting members) shall have the privilege of introducing guests to the Club. However, a Temporary member may introduce a guest only in accordance with Rule 49(i)".

(h) **deleting** from Rule 49(b) the words *"for misconduct or non payment of any entrance fee or subscription or who is currently suspended"* and in lieu thereof **inserting** the words *"who is currently suspended from membership or who has been refused admission to or been turned out of the Club"*.

(i) **inserting** the following new Rule 51(g):

"(g) 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."

(j) **inserting** at the end of Rule 55(j) the words "*and Liquor Act*".

(k) **inserting** the following new Rule 69A:

"69A. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting."

(l) **deleting** Rule 70 and in lieu thereof **inserting** the following new headings and Rules 70 to 70I inclusive:

"MATERIAL PERSONAL INTERESTS OF DIRECTORS

- "70. (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 declare the nature of the interest at a meeting of the Board and comply with Rule 70(b).
- (b) 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:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

- 70A. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 70B to 70H inclusive.
- (b) For the purposes of Rules 70B to 70H inclusive the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

- 70B (a) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (i) the top executive's terms of employment; and
 - (ii) the roles and responsibilities of the top executive;
 - (iii) the remuneration (including fees for service) of the top executive;
 - (iv) the termination of the top executive's employment.
- (b) Contracts of employment with top executives:
- (i) will not have any effect until they are approved by the Board; and
 - (ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 70C. (a) 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.
- (b) A "pecuniary interest" in a company for the purposes of Rule 70C (a) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- 70D 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

70E. 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

- 70F (a) *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.*
- (b) *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

- 70G. *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.*
- 70H *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 70G.*

PROVISION OF INFORMATION TO MEMBERS

- 70I. *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."*
- (m) **deleting** Rules 72(a) and (b) and in lieu thereof **inserting** the following new Rules 70(a) and (b):
- "(a) *fails to complete the mandatory training requirements for directors referred to in Rule 51(g) within the prescribed period (unless exempted);*
 - (b) *is disqualified for any reason referred to in Section 206B of the Act."*
- (n) **deleting** Rule 72(f) and in lieu thereof **inserting** the following new Rule 72(f):
- "(f) *becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act."*
- (o) **deleting** Rules 72(i) and (j).
- (p) **deleting** Rule 90 and in lieu thereof **inserting** the following new Rule 90:
- "90 (a). *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.*
 - (b) *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 December immediately prior to the Annual General Meeting:*

- (i) the financial report of the Club; and
- (ii) the directors' report;
- (iii) the auditors' report on the financial report."

(q) deleting Rule 99 and in lieu thereof inserting the following new Rule 99:

- "99. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act."

EXPLANATORY NOTES TO MEMBERS ON THE SECOND SPECIAL RESOLUTION

1. The Second Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the requirements of the *Corporations Act*, *Gaming Machines Act*, *Liquor Act*, *Registered Clubs Act* and their associated Regulations.
2. **Paragraph (a)** deletes a provision that is no longer required. The provision is no longer required as the *Registered Clubs Act* no longer prescribes a maximum number of members for registered clubs.
3. **Paragraphs (b) to (d)** slightly amend provisions relating to Temporary membership to bring the Constitution into line with the *Registered Clubs Act*.
4. **Paragraph (e)** inserts an appropriate reference to Life members.
5. **Paragraph (f)** amends existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the *Liquor Act*.
6. **Paragraphs (g) and (h)** amend existing provisions regarding guests of members to bring the Constitution into line with the *Registered Clubs Act*.
7. **Paragraph (i)** inserts a new provision which clarifies that 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*.
8. **Paragraph (j)** inserts an appropriate reference to the *Liquor Act*.
9. **Paragraph (k)** inserts a new provision which clarifies that board meetings can be held using technology. This is consistent with the *Corporations Act*.
10. **Paragraph (l)** amends existing provisions relating to corporate governance and accountability to reflect the recent and significant amendments to the corporate governance and accountability provisions of the *Registered Clubs Act* and *Registered Clubs Regulation*.
11. **Paragraphs (m) to (o) inclusive** amend existing provisions relating to vacancies on the Board to bring the Constitution into line with the *Corporations Act*, *Liquor Act* and *Registered Clubs Act*.
12. **Paragraph (p)** amends existing provisions relating to accounts and reporting to bring the Constitution into line with the *Corporations Act*.
13. **Paragraph (q)** amends existing provisions relating to the indemnities for directors to bring the Constitution into line with the *Corporations Act*.

Dated: 15th October 2018.

By direction of the Board



 Gus Lico
 Chief Executive Officer