

THE PITT TOWN & DISTRICT SPORTS CLUB LTD
(ACN 002 503 540)

NOTICE OF SPECIAL RESOLUTIONS
FOR GENERAL MEETING

NOTICE is hereby given that at a General Meeting of the **The Pitt Town & District Sports Club Ltd** to be held on **26 May 2024** commencing at the hour of **10am** at the premises of the Club, 139 Old Pitt Town Road, New South Wales, the members will be asked to consider and if thought fit pass the Special Resolutions set out below:

PROCEDURAL MATTERS

1. Amendments to the Special Resolutions will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolutions.
2. To be passed, the Special Resolutions require votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolutions at the General Meeting.
3. Under the Club's Constitution only Honorary Life members, Paid Up Life members, financial Ordinary members and Foundation members are eligible to vote on the Special Resolutions.
4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
5. The Board of the Club recommends that members vote in favour of the Special Resolutions.

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 The Pitt Town & District Sports Club Ltd be amended by:

- (a) **deleting** Rule 9.1 and **inserting** the following new Rule 9.1:

"9.1 Members shall advise the Secretary of any changes in their contact details (including telephone number, email address, residential or postal address) as soon as practicable following the change."
- (b) **deleting** from Rule 10.1(a) the words "*, the occupation*".
- (c) **inserting** into Rule 10.1(a) after the words "*subscription for membership of the Club*" the words "*(if any)*".
- (d) **inserting** into Rule 11.4 after the words "*shall be in writing*" the words "*, either in hard form or created electronically,*".
- (e) **deleting** Rule 11.4(d) and **inserting** the following new Rule 11.4(d):

"(d) the telephone number and the email address of the member;"
- (f) **inserting** into the beginning of Rule 11.5 the words "*Except in the case of an online application for membership,*".
- (g) **inserting** the following new Rule 11.6 and **renumbering** the remaining provisions of Rule 11 accordingly:

"11.6 Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board via by-law from time to time."
- (h) **inserting** into renumbered Rule 11.7 after the words "*application for membership is presented*" the words "*in accordance with Rule 11.5*".
- (i) **correcting** the cross reference in renumbered Rule 11.8 from "*11.6*" to read "*11.7*".

- (j) **deleting** from renumbered Rule 11.9 the words “*and address*” and **inserting** after the words “*each applicant for membership*” the words “*(whether it is in hard form or created electronically)*”.
- (k) **deleting** from renumbered Rule 11.10 the words “*deposit at the office of the nomination form*” and **inserting** the words “*Club’s receipt of the nomination form (including an electronic nomination form in accordance with Rule 11.6)*”.
- (l) **inserting** into the end of Rule 11.11 the words “*The Board may reject any application for membership without assigning any reason for such rejection.*”
- (m) **deleting** from Rule 12.1 the words “*provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.*”
- (n) **inserting** into Rule 13.3(f) after the words “*any substance that the Secretary*” the words “*or an employee exercising this power*”.
- (o) **deleting** from Rule 15.4 the words “*or 100 members of the Club (whichever is the lesser)*”.
- (p) **inserting** the following new Rule 16.20:

“16.20 The chairperson:

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

- (q) **inserting** the following new Rules 16.21 to 16.24 inclusive:

“16.21 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 will not operate in relation to a meeting called pursuant to a request or requisition of members.

16.22 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.

16.23 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.

16.24 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.”

- (r) **deleting** Rule 17.3 and **inserting** the following new Rule 17.3:

“17.3 A member who:

- (a) is an employee; or*
- (b) is currently under suspension pursuant to Rule 13;*
- (c) is not a Financial member or a Life member;*
- (d) has not been a Financial member of the Club for at least three (3) years immediately preceding the proposed date of election or appointment to the Board;*

- (e) *is a current member of a committee of any Sub Club;*
- (f) *is disqualified 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;*
- (g) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
- (h) *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;*
- (i) *has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);*
- (j) *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);*
- (k) *is a director of another registered club which is located within the same Local government area as the Club;*

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

- (s) **deleting** from Rule 17.6 the words *"Members must vote for a President, a Vice President, Treasurer and the Directors. A member nominated for executive positions may also be nominated for Director."*
- (t) **inserting** the following new Rules 17.6(f)(vii) and (viii):
 - "(vii) As soon as practicable following each Annual General Meeting, the Board shall meet and elect from amongst themselves by a simple majority of votes the positions of President, Vice President and Treasurer. The directors elected to the offices of President, Vice President or Treasurer shall, subject to the remainder of this Constitution, hold those offices until the conclusion of the next election of the Board.*
 - (viii) Following the Board meeting to elect the positions of President, Vice President and Treasurer referred to in paragraph (f)(vii) of this Rule 17.6, the Secretary shall post the names of the directors who were elected to the positions of President, Vice President and Treasurer on the Club's noticeboard."*
- (u) **inserting** the following new Rule 17.9(h):
 - "(h) becomes a member of a committee of any Sub Club."*
- (v) **deleting** Rule 19.1 and **inserting** the following new Rule 19.1:
 - "19.1 The Board may meet together in person and/or by appropriate 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 (being a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December) for the transaction of business."*
- (w) **deleting** Rules 19A, 19B and 19C and **inserting** the following new Rules 19A and 19B:
 - "19A. DECLARATIONS OF INTERESTS BY DIRECTORS.*
 - (a) *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practical 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 19A(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 when the matter is being considered at the meeting.*

19B. REGISTERED CLUBS ACCOUNTABILITY CODE

- (a) *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)."*

- (x) **deleting** Rule 24 and **inserting** the following new Rule 24:

"24.1 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 sending it by any electronic means; or*
- (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

24.2 *Where a notice is provided personally in accordance with Rule 24.1(a), the notice is taken to have been given on the day on which it was provided to the member.*

24.3 *Where a notice is sent by post to a member in accordance with Rule 24.1(b) 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.*

24.4 *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.*

24.5 *Where a member is notified of a notice in accordance with Rule 24.1(d), the notice is taken to have been received on the day following that on which the notification was sent."*

- (y) **inserting** the following new sub-heading and Rule 28:

"28. MEETINGS AND VOTING

28.1 *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.*

28.2 *If there is any inconsistency between Rule 28.1 and any other provision of this Constitution, Rule 28.1 shall prevail to the extent of that inconsistency."*

- (z) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on the First Special Resolution

1. **The First Special Resolution** proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (**RCA**).
2. **Paragraphs (a) to (l)** inclusive amend the Rules to adopt recent amendments to the RCA which remove the requirement for the Club to obtain the details of an applicant for membership's occupation and that the Club will also collect the email address and mobile number of members for contact reasons and to keep the Club's register of members up to date. The amendments also permit the Club to process applications for membership via electronic means to ease the administrative burden of processing applications only in paper form.
3. **Paragraph (m)** amends the Rule dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00 + GST. This requirement has recently been removed from the RCA.
4. **Paragraph (n)** clarifies that if an employee of the Club reasonably believes that a person (including a member) is in possession of a prohibited plant or a prohibited drug, the employee can remove the person from the premises of the Club in accordance with the powers provided under the Liquor Act.
5. **Paragraph (o)** amends the Rule that sets out the rights of members to call and hold a general meeting of the Club to align with the requirements of the Corporations Act.
6. **Paragraph (p)** inserts a new Rule 16.20 which sets out the powers of the chairperson of a general meeting in more detail to reflect the common law.
7. **Paragraph (q)** updates the Rules relating to general meetings to reflect the Corporations Act by allowing the Club to cancel a general meeting if needed, or to hold virtual only general meetings and/or Annual General Meetings (but only if permitted under the Corporations Act).
8. **Paragraph (r)** inserts new Board eligibility criteria by inserting new circumstances whereby a member will not be eligible to nominate for or be elected to the Board to accord with best practice as set out in Rule 17.3. To illustrate, Rule 17.3(e) now provides that a member who is a current member of a committee of a Sub Club shall not be eligible to be elected to the Board. The new Rule 17.3(h) provides that a member shall not be eligible to nominate for election to the Board if the members has been prohibited from being a director by reason of any order or declaration made under the Corporations Act, Liquor Act, RCA or any other applicable legislation. The new Rule 17.3(j) provides that a member who 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) shall not be eligible to be elected or appointed to the Board.

Election of President, Vice President and Treasurer

9. If the First Special Resolution is passed, paragraphs (s) to (u) inclusive amend the Rules in relation to the election of the executive Board positions of President, Vice President and Treasurer. The positions of President, Vice President and Treasurer will be elected directly by the Board from amongst their own number following the election of the Board at the Annual General Meeting.
10. Under the current Constitution, nominees may nominate for the positions of President, Vice President and Treasurer, and if they poll the highest number of votes, that member will become the President/Vice President/Treasurer for the duration of their term.
11. If the First Special Resolution is passed, nominees will no longer nominate for the executive Board positions of President, Vice President and Treasurer, but will instead nominate generally for a position on the Board.
12. Once the required number of Board members are elected at an Annual General Meeting under the Triennial Rule, the newly formed Board must meet to elect from their own number the positions of President, Vice President and Treasurer by way of a simple majority vote.
13. **Paragraph (v)** amends the existing Rules to allow the Board to meet whenever it is required but at least once in every three 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 three

months. The amendments also clarify that the Board may meet in person or by electronic means and can pass a resolution by way of email. This is permitted by both the Corporations Act and the RCA.

14. **Paragraph (w)** introduces new provisions to the Constitution and removes redundant Rules in relation to corporate governance, material personal interests of directors and accountability to the Club which are consistent with the Corporations Act and the RCA.
15. **Paragraphs (x) and (y)** update the Rules in relation to sending notices to members via electronic means, as is permitted by the Corporations Act and the RCA.
16. **Paragraph (z)** permits any necessary amendments to be made to address any anomaly in Rule numbering or cross referencing and to fix any typographical errors (if any) found in the Constitution.

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 The Pitt Town & District Sports Club Ltd be amended by:

- (a) **inserting** the following new Rules 13.1(c) and (d) and **renumbering** the remaining sub-rules of Rule 13.1 accordingly:
 - “(c) 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.*
 - “(d) If the member charged does not comply with the warning given in accordance with paragraph (c) 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 his or her absence.”*
- (b) **deleting** renumbered Rules 13.1(g) and (h) and **inserting** the following new Rules 13.1(g) to (j) inclusive:
 - “(g) 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.**
 - “(h) 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 13.1(g)(i), immediately inform the member of the Board’s decision; or*
 - (ii) in the case of a decision under Rule 13.1(g)(ii), inform the member of the Board’s decision in writing within seven (7) days of the date of the decision of the Board.**
 - “(i) 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.**
 - “(j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.”*
- (c) **inserting** the following sub-heading and Rules 13.8 to 13.11 inclusive:

“ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

13.8 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*

13.9 *In respect of any suspension pursuant to Rule 13.8, the requirements of Rule 13.1 shall not apply.*

13.10 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 13.8, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

(a) the member has been suspended as a member of the Club;

(b) the period of suspension;

(c) the privileges of membership which have been suspended; and

(d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rule 13.1.

13.11 *If a member submits a request under Rule 13.10(d):*

(a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and

(b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 13.1;

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 his or her delegate).”

(d) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on Second Special Resolution

1. **The Second Special Resolution** proposes amendments to the Club's disciplinary Rules to accord with best industry practice.
2. **Paragraph (a)** inserts the new Rules 13.1(c) and (d) which clarify that any member who is in attendance at a disciplinary meeting must behave in a reasonable manner at the risk of expulsion from the meeting (and for the meeting to continue in the member's absence).
3. **Paragraph (b)** amends the disciplinary proceedings process to allow for the outcome of disciplinary proceedings to be dealt with by the Board either in person or via letter sent to the member's address. A member who has been found guilty of a charge retains the right to make submissions to the Board as to an appropriate penalty for the charge. The Board will determine whether the member makes submissions on penalty either at the meeting or afterwards, and by written or oral means.
4. **Paragraph (c)** inserts new Rules 13.8 to 13.11 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.
5. The member who is the subject of such a suspension of membership 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 of the Club, the Board must commence full disciplinary proceedings against the member using the standard procedure.
6. **Paragraph (d)** permits any necessary amendments to be made to address any anomaly in Rule numbering or cross referencing and to fix any typographical errors (if any) found in the Constitution.

Dated: 2/5/24

By direction of the Board



Earl Moran
Secretary Manager