## WISEMAN PARK WOLLONGONG CITY BOWLING CLUB LIMITED (ABN 32 001 059 356)

## NOTICE OF SPECIAL RESOLUTION

- 1. To be passed, the Special Resolution must receive votes 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.
- 2. Only financial Bowling members and Life members of the Club are entitled to vote on the Special Resolution.
- 3. Under the Registered Clubs Act:
  - (a) members who are employees of the Club are not entitled to vote; and
  - (b) proxy voting is prohibited.
- 4. Amendments (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.
- 5. The Board recommends that members vote in favour of the Special Resolution.

## **SPECIAL RESOLUTION**

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

That the Constitution of Wiseman Park Wollongong City Bowling Club Limited be amended by:

- (a) **inserting** the following new Rules 2.4 and 2.5 and **renumbering** the remaining provisions of Rule 2 accordingly:
  - "2.4 Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
  - 2.5 The Constitution and By-laws of the Club have effect as a contract between:
    - (a) the Club and each member; and
    - (b) the Club and each director;
    - (c) each member and each other member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person."

(b) **deleting** Rule 3.2 and **renumbering** the remaining provisions of Rule 3 accordingly and **inserting** the following new definitions into Rule 3.1 in alphabetical order:

""Director Identification Number" means the number that is referred to by the same words in section 1272C of the Corporations Law that a member of the club must have before that member can be elected or appointed to office 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).

"Non Financial member" means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

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

- (c) **deleting** from Rule 4.1(i) the words "Certificate of Registration" and **inserting** the words "Club licence".
- (d) **deleting** Rule 12.2(a) and **renumbering** the remaining provisions of Rule 12.2 accordingly.
- (e) **inserting** the following new Rule 12.5:
  - "12.5 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."
- (f) **inserting** the following new Rule 14.3 and renumbering the remaining provisions of Rule 14 accordingly:
  - "14.2 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 18 on the first day that they enter the Club's premises during that period."
- (g) **inserting** into Rule 15.4 after the words "shall be in writing" the words ", either in hard form or created electronically,".
- (h) **deleting** from Rule 15.4(d) the words "the occupation" and **inserting** the words "the email address".
- (i) **inserting** the following new Rule 15.4(e) and **renumbering** the remaining provisions of Rule 15.4 accordingly:
  - "(e) the telephone number of the applicant;"
- (j) **inserting** into the start of Rule 15.5 the words "Except in the case of an online electronic application for membership,".
- (k) **inserting** into Rule 15.5(a) after the words "appropriate subscription" the words "(if any)".
- (I) **inserting** the following new Rule 15.6 and **renumbering** the remaining provisions of Rule 15 accordingly:
  - "15.6 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 or a Bylaw from time to time."
- (m) **inserting** into renumbered Rule 15.7 after the words "application for membership is presented" the words "in accordance with Rule 15.5 above".
- (n) **inserting** into renumbered Rule 15.8 after the words "class of membership applied for" the words "(if any)" and **correcting** the cross reference in renumbered Rule 15.8 from "15.6" to read "15.7".
- (o) **deleting** renumbered Rules 15.9 and 15.10 and **inserting** the following new Rules 15.9 and 15.10:

- "15.9 The full name of each applicant for membership whether it is in hard form or created electronically shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 15.10 An interval of at least fourteen (14) days shall elapse between the Club's receipt of the nomination form (including an electronic nomination form in accordance with Rule 15.6 above) of a person for election and the election of that person to membership of the Club."
- (p) **deleting** Rule 16.1 and **inserting** the following new Rule 16.1:
  - "16.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club."
- (q) **deleting** from Rule 16.3 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."
- (r) **deleting** from Rule 17.1 the words "any member who is not a Financial Member (as defined in Rule 3.2)" and **inserting** the words "a Non Financial member".
- (s) **deleting** Rule 18.1(a)(ii) and **renumbering** the remaining provisions of Rule 18.1(a) accordingly.
- (t) **inserting** into the start of renumbered Rule 18.1(a)(iv) the words "for the purposes of the Registered Clubs Act only,".
- (u) **deleting** the sub-heading and Rule 19 and **inserting** the following new sub-heading and Rule 19:
  - "19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS
  - 19.1 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details."
- (v) **inserting** the following new Rule 20.2(a)(ii) and **renumbering** the remaining provisions of Rule 20.2(a) accordingly:
  - "(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;"
- (w) **deleting** from Rule 20.2(b) the words "by a prepaid letter sent by post to the member's last known address".
- (x) **inserting** the following new Rule 20.2(c)(iii):
  - "(iii) call witnesses provided that:
    - (1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
    - (2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner)."
- (y) **inserting** the following new Rules 20.2(d) and (e) and **renumbering** the remaining provisions of Rule 20.2 accordingly:
  - "(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 his or her absence."
- (z) **inserting** into the renumbered Rule 20.2(g) the word "may:" after the word "Board", and **deleting** the words "must come to a decision as to whether the member is guilty or not of the charge" and **inserting** the following new Rules 20.2(g)(i) and (ii):
  - "(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."
- (aa) **deleting** renumbered Rule 20.2(h) and **inserting** the following new Rule 20.2(h):
  - "(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 20.2(g)(i) of this Rule, immediately inform the member of the Board's decision; or
    - (ii) in the case of a decision under Rule 20.2(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."
- (bb) **deleting** from renumbered Rule 20.2(i) the words "and is at the meeting" after the word "guilty," and the words "at the meeting" after the word "opportunity" and **inserting** at the end of the Rule "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
  - (iii) by way of verbal or written submissions or a combination of thereof."
- (cc) **inserting** the following new Rule 20.2(j) and **renumbering** the remaining provisions of Rule 20.2 accordingly:
  - "(j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision."
- (dd) **deleting** from renumbered Rule 20.2(k) the words "by secret ballot".
- (ee) **inserting** the following new Rule 20.2(n) and **renumbering** the remaining provisions of Rule 20.2 accordingly:
  - "(n) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting."
- (ff) **inserting** new Rule 20.3 and **renumbering** the remaining provisions of Rule 20 accordingly:
  - "20.3 The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20.2 is not strictly complied with provided that there was no substantive injustice for the member charged."
- (gg) **inserting** above renumbered Rule 20.4 the heading "PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING".
- (hh) **deleting** from renumbered Rule 20.4 the words "or for five (5) weeks whichever is the sooner".

- (ii) **deleting** Rule 23.1(c) and **inserting** the following new Rule 23.1(c):
  - "(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act or any other applicable law;"
- (jj) **inserting** into Rule 23.1(f) after the words "that the Secretary" the words "or an employee exercising this power".
- (kk) **inserting** into Rule 23.1(g) after the words "its club licence," the words "by-law".
- (II) **inserting** into Rule 27.3 the following new sub-rules (d) to (j) inclusive:
  - "(d) 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;
  - (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
  - (f) 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;
  - (g) 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);
  - (h) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
  - (i) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board;
  - (j) is a director of another registered club,"
- (mm) **inserting** the following new Rule 27.6 and **renumbering** the remaining provisions of Rule 27 accordingly:
  - "27.6 A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board."
- (nn) **deleting** from renumbered Rule 27.8 the word "annually".
- (oo) **inserting** the following new Rule 28.4:
  - "28.4 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 28.2 is not strictly complied with provided there is no substantive injustice for any candidates."
- (pp) **inserting** the following new Rule 29.3(a) and **renumbering** the remaining provisions of Rule 29.3 accordingly:
  - "(a) delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof,"
- (qq) **inserting** the following new Rule 29.3(h) and **renumbering** the remaining provisions of Rule 29.3 accordingly:
  - "(h) issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club."

- (rr) **deleting** renumbered Rule 29.3(r).
- (ss) **inserting** the following new Rule 29.10 and **renumbering** the remaining provisions of Rule 29 accordingly:
  - "29.10 The Board shall have the power to dissolve committees or remove committee members from office.
- (tt) **inserting** the following new renumbered Rule 29.11(f):
  - "(f) dissolve Sub clubs or remove committee members from office of sub clubs."
- (uu) **inserting** the following new Rule 29.18 and **renumbering** the remaining provisions of Rule 29 accordingly:
  - "29.18 All assets in the possession and control of a sub club (including cash reserves) are owned by the Club.
- (vv) **deleting** Rule 30.1 and **inserting** the following new Rule 30.1:
  - "30.1 The Board may meet together in person and/or by 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."
- (ww) **deleting** Rule 30.4 and **inserting** the following new Rule 30.4:
  - "30.4 The quorum for a meeting of the Board shall be a majority of the members present."
- (xx) **inserting** the following new Rule 30.9 and **renumbering** the remaining provisions of Rule 30 accordingly:
  - "30.9 In addition to this, 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."
- (yy) deleting the sub-heading and Rule 31 and inserting the following new sub-heading and Rule 31:
  - "31. MATERIAL PERSONAL INTERESTS OF DIRECTORS
  - 31.1 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:
    - (a) declare the nature of the interest at a meeting of the Board; and
    - (b) comply with Rule 31.2.
  - 31.2 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:
    - (a) must not vote on the matter; and
    - (b) must not be present while the matter is being considered at the meeting."
- (zz) deleting the sub-heading and Rule 32 and inserting the following new sub-heading and Rule 32:
  - "32. REGISTERED CLUBS ACCOUNTABILITY CODE

- 32.1 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)."
- (aaa) **inserting** the following new Rule 35.1(a) and **renumbering** the remaining provisions of Rule 35.1 accordingly:
  - "(a) dies;"
- (bbb) deleting the renumbered Rule 35.1(d) and inserting the following new Rule 35.1(d):
  - "(d) is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence."
- (ccc) **deleting** from renumbered Rule 35.1(e) after the word "writing" the words "given to the Secretary".
- (ddd) **inserting** the following new Rules 35.1(j) to (p) inclusive:
  - "(j) was not eligible to stand for or be elected or appointed to the Board.
  - (k) ceases to hold the necessary qualifications to be elected or appointed to the Board.
  - (I) is convicted of an indictable offence (unless no conviction is recorded).
  - (m) is not a Financial member of the Club.
  - (n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.
  - (o) is removed from office as a director in accordance with the Act and this Constitution.
  - (p) does not hold a Director Identification Number (unless exempted from doing so)."
- (eee) **amending** the heading above Rule 36.36 to read as follows "Adjournment of and use of Technology for General Meetings."
- (fff) inserting the following new Rules 36.40 to 36.43 inclusive:
  - "36.40 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 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.
  - 36.41 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.
  - 36.42 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.
  - 36.43 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."
- (ggg) deleting from Rule 39.1(d) the words "forty eight (48) hours" and inserting the words "seven (7) days".
- (hhh) **deleting** Rules 44.1 to 44.3 inclusive and **inserting** the following new Rules 44.1 to 44.4 inclusive:
  - "44.1 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:
- (c) by sending it to the electronic address of the member;
- (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
- Where a notice is sent by post to a member in accordance with Rule 44.1(a), the notice is deemed to be received on the day it is given to the member.
- 44.3 Where a notice is sent to a member in accordance with Rules 44.1(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.
- 44.4 Where a notice is sent to a member in accordance with Rule 44.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice."
- (iii) inserting the following new sub-heading and Rule 49:
  - "49. MEETINGS AND VOTING
  - 49.1 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, and/or
    - (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;
    - (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.
  - 49.2 If there is any inconsistency between Rule 49.1 and any other provision of this Constitution, Rule 49.1 shall prevail to the extent of that inconsistency."
- (jjj) **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 Special Resolution**

- 1. The 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. **Paragraph (a)** amends Rule 2 to clarify that each member is bound by the Constitution, and it operates as a contract between the Club and each member, the Club and each Director and between each member and each other member.
- 3. **Paragraph (b)** inserts new and amends existing definitions used in the Constitution.
- 4. Paragraph (c) clarifies that the Club holds a Club licence under the Liquor Act.
- 5. **Paragraphs (d) and (e)** relate to Provisional membership including by removing the 6-week time limit on a person's application for Provisional membership.
- 6. **Paragraph (f)** relates to changes to the admission of Temporary members to bring the Constitution into line with the RCA.

- 7. Paragraphs (g) to (o) inclusive adopt recent amendments to the RCA which remove the requirement to obtain details of a new members occupation and having to put the address on the Notice board for a new member. The club will also collect the email address and mobile number for new members. The amendments also clarify that the Club can utilise the Club's website to process membership applications.
- 8. **Paragraphs (p) and (q)** 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 (r)** set out the restrictions on the rights and privileges of Non Financial members.
- 10. **Paragraphs (s) and (t)** update the requirements of the Club to keep a register of members to align with the RCA.
- 11. Paragraph (u) clarifies that members must notify the Club of changes to their contact details.
- 12. **Paragraphs (v) to (hh) inclusive** amend the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice. Paragraph (hh) amends the provision dealing with the provisional suspension of membership pending a disciplinary hearing in Rule 20 so that the provisional suspension will last until the hearing of the disciplinary hearing and not end within 5 weeks if the hearing has not taken place.
- 13. **Paragraphs (ii) to (kk) inclusive** amend existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the requirements of the Liquor Act and best practice.
- 14. **Paragraph (II)** sets out additional grounds upon which a member will be ineligible to be elected to the board including if they are a contractor to the Club or an employee of a contractor or if they are a director of another registered club.
- 15. **Paragraph (mm)** inserts a new Rule 27.6 which requires all directors to have a Director Identification Number as required under the Corporations Act.
- 16. **Paragraph (nn)** clarifies that the Board is elected in accordance with the Triennial Rule.
- 17. **Paragraph (oo)** simply clarifies that a failure to strictly follow all the procedures in the Constitution in relation to the election of the board does not invalidate the election process.
- 18. **Paragraphs (pp) to (uu) inclusive** amend existing provisions relating to the powers of the Board to bring the Constitution into line with best practice. The powers of the Board remain unchanged.
- 19. **Paragraph (vv)** amends 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.
- 20. **Paragraph (ww)** amends the quorum requirement for Board meetings. The old Rule 30.4 provided that the quorum necessary for Board meetings was five (5) members of the Board. The new quorum requirement will be at all times a majority of the directors on the Board. That is, if the Board consists of nine (9) persons, the Board will still need to have at least five (5) members present to transact a valid meeting. However, if the Board only consists of seven (7) persons at the time of a Board meeting, the quorum for a Board meeting will be four (4) directors (being a majority of the seven directors).
- 21. Under the old Rule 30.4, even if the Board only consists of five persons at the time of a meeting, all five persons would have to be in attendance to hold a valid meeting. This can cause practical difficulties for the Board if for example a director is ill or out of town. The proposed change simply provides a bit of flexibility for the Board to continue to meet and transact business if there are fewer persons on the Board at that time, but protects the integrity of the Board by always requiring a majority of directors for the quorum.

- 22. **Paragraph (xx)** clarifies that a resolution of the Board can be passed by way of email. This is permitted by the Corporations Act.
- 23. **Paragraphs (yy) and (zz)** amend existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Registered Clubs Act and adopt the provisions of the Accountability Code which applies to all registered clubs and is set out in Schedule 2 of the Registered Clubs Regulation.
- 24. **Paragraphs (aaa) to (ddd) inclusive** amend Rule 35.1 which deals with the grounds upon which a casual vacancy on the Board of the Club will arise.
- 25. **Paragraphs (eee) and (fff)** insert a new heading above Rule 36.36 and allow the Club to hold virtual only general meetings and or Annual General Meetings but only if permitted under the Corporations Act.
- 26. **Paragraph (ggg)** amends Rule 39.1 which relates to the reporting requirements of the Club to reflect the requirements of the Act, clarifying that the Board must make the financial statements referred to in paragraph (b) of Rule 39.1 available to members of the Club within seven (7) days of the statements being adopted by the Board (as opposed to within 48 hours).
- 27. **Paragraphs (hhh) and (iii)** amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds a new Rule 49 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.
- 28. **Paragraph (jjj)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.
- 29. The Board of the Club recommends to members the changes to the Constitution.

Dated: 18th August 2022 By direction of the Board

Mark Crossingham General Manager