

PENRITH RSL CLUB LIMITED
ABN 59 000 995 568

NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that during the Annual General Meeting of members **PENRITH RSL CLUB LIMITED** to be held in the Hornseywood Hall in the premises of the Club 8 Tindale Street Penrith New South Wales **on Wednesday, 3 May 2023** commencing at **7:00 pm**, eligible members will be asked to consider, and if thought fit, pass the following Special Resolution which is proposed as a Special Resolution.

PROCEDURAL MATTERS

1. The Special Resolution proposes a number of amendments to the Club's Constitution to update the document and take into account recent changes to the Registered Clubs Act and the Corporations Act. Members should refer to the Special Resolution itself and the Notes to Members which follow the Special Resolution.
 2. Only financial RSL members and RSL Life members are eligible to vote on the Special Resolutions.
 3. To be passed a Special Resolution must receive votes in its favour from at least seventy five percent (75%) of those members who, being eligible to do so, vote in person on the resolution at the Meeting.
 4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
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SPECIAL RESOLUTION

That the Constitution of Penrith RSL Club Limited be amended by:

- (a) **deleting** from Rule 3.2(ii) the word "*and*" and **inserting** the word "*or*".
- (b) **inserting** the following new Rule 3.2(iii):

"if the Board does not charge a member a subscription, but the member has not renewed their membership by the date set by the Board for the renewal of that membership; and"
- (c) **inserting** at the end of Rule 3.2(b) the words "*or until the membership is renewed, whichever is applicable.*"
- (d) **inserting** the following new Rules 2.5 and 2.6:
 - "2.5 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.*
 - 2.6 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."

(e) **inserting** the following new Rules 3.4 and 3.5:

"3.4 A reference to a person being present or participating in a meeting "in person" includes attendance by virtual or electronic means.

3.5 Notwithstanding any other Rule of this Constitution, a reference to a notice be given "in writing" includes writing in hard copy or electronic form"

(f) **inserting** the following new Rules 14.7 and 14.8:

"14.7 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 41(c) on the first day that they enter the Club's premises during that period.

14.8 The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason."

(g) **deleting** from Rule 20.2 the words *"by a prepaid letter sent by post to the member's last known address"*.

(h) deleting from Rule 20.5 the words *"sent by post to the member's last known address"*.

(i) **inserting** the following new Rule 27.3(d) to (g):

"(d) is disqualified from managing any company under the Act;

(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) who does not have a Director Identification Number, or who does not provide to the Club, as at the close of nominations or the proposed date of appointment."

(j) **inserting** in Rule 29.10(a) after the words *"To establish"* the words *"and dissolve"*.

(k) **deleting** Rules 31 to 33 and **inserting** the following new Rules:

"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 Article 32.

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.

REGISTERED CLUBS ACCOUNTABILITY CODE

32.1. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 32 to 33. If there is any inconsistency between the Registered Clubs Accountability Code and those rules, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.

32.2. For the purposes of Rules 32 to 33, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVE

32.3. 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.

32.4. Contracts of employment with top executive:

- (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 EXECUTIVE

32.5. Subject to any restrictions contained in the Registered Clubs Act, 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.

32.6. A “pecuniary interest” in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

32.7. *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

32.8l. *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 EXECUTIVE

32.9. *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.*

32.10. *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

32.11. *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.*

32.12. *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 32.11.*

TRAINING DISCLOSURES

32.11. *The Club must make available to members:*

- (a) *details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
- (b) *the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.*

32.12 *The Club must 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.*

PROVISION OF INFORMATION TO MEMBERS

33. *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 Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolution also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
 2. **Paragraphs (a) to (c)** update the definition of Financial member to reflect the fact that the Registered Clubs Act no longer requires a minimum subscription.
 3. **Paragraph (d)** will insert introductory Rules into the Constitution which reflect the status of the Constitution as a binding contract between members.
 4. **Paragraph (e)** inserts new interpretation rules in relation to members attending meetings virtually and the requirement to issue notices in writing.
 5. **Paragraph (f)** updates the Constitution in relation to temporary membership to reflect the Registered Clubs Act.
 6. **Paragraphs(g) and (h)** remove references to sending notices by post. e.
 7. **Paragraph (i)** clarifies the eligibility criteria for members to be elected or appointed to the Board.
 8. **Paragraph (k)** updates the corporate governance and accountability provisions of the Constitution so that they reflect the current provisions of the Registered Clubs Act.
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Dated: 27 March 2023 By direction of the Board

Neel Chand
Chief Executive Officer
