

NOTICE TO MEMBERS

ANNUAL GENERAL MEETING TO BE HELD MONDAY 31 OCTOBER AT 6:30PM

The Annual General Meeting of the Company is to be held on Monday 31st October 2022 at 6.30pm at 3a Charlotte Street Wollongong.

AGENDA

The business of the Annual General Meeting will be as follows:

1. To adopt and confirm the minutes of the previous Annual General Meeting.
2. To receive the President's Report to members.
3. To receive and consider the Annual Balance Sheet and Financial Statements.
4. To confirm the election of Directors.
5. To deal with any other business which shall be deemed to be special business PROVIDED ALWAYS that nothing shall prevent a member entitled to vote at a General Meeting from asking any questions or raising any matter affecting the business of the club and the Chairman inviting some discussions of it but no decision shall be taken in relation to such question or discussion.
 - i. The training in all aspects of the role of Directors of public corporations and the operation of the Club industry, at the cost of the Club.
 - ii. To participate in the affairs of representative bodies or bodies of New South Wales Registered Clubs, at the cost of the Club.
 - iii. To attend seminars, workshops, conferences, trade displays and other information gatherings and inspections relating to the activities, both present and future, of the Club at the cost of the Club.
 - iv. Meals, related refreshments and reasonable expenses incurred in Wollongong and/or elsewhere in the performance of their duties as Directors and/or the promotion of the goodwill and interests of the Club, at the cost of the Club.
 - v. Arising out of the activities referred in paragraph i. ii. and iv. hereof, the Club is authorised, in appropriate circumstances, to meet whatever costs are incurred by a Director, being accompanied by his/ her partner.
 - vi. The supply of representative clothing for the use of Directors when acting in the interests of the Club.

ORDINARY RESOLUTION 1.

To consider and if thought fit pass as an ordinary resolution* the following;

That Pursuant to Section 10(6) an honorarium be paid by the Club to the Chairman of the Board during the twelve (12) months preceding the 2023 Annual General Meeting in an amount of \$8,000.00 for that period.

ORDINARY RESOLUTION 2.

To consider and if thought fit pass as an ordinary resolution* the following;

That Pursuant to Section 10(6) an honorarium be paid by the Club to each Director of the Board (excluding the Chairperson) during the twelve (12) months preceding the 2023 Annual General Meeting in an amount of \$3,000.00 for that period.

ORDINARY RESOLUTION 3.

To consider and if thought fit pass as an ordinary resolution* the following;

That pursuant to section 10(6)(A) the Club is hereby authorised to provide the opportunity and benefits referred to below, to any one or more of its Directors, as the Board shall from time to time determine:-

SPECIAL RESOLUTION 1.

To consider and if thought fit pass the following Special Resolution** to amend the Club's Constitution.

That the Constitution of Collegians' Rugby League Football Club Limited be amended by:

- (a) **deleting** from Rule 2.1(vi) the words "*Certificate of Registration under Registered Clubs Act, 1976*" and *inserting the words "Club licence under the Liquor Act 2007"*.
- (b) **inserting** the following new Rule 5.3(e):
 - (e) were full members (*as defined in the Registered Clubs Act*) of the Illawarra Leagues' Club Limited shall be Illawarra Leagues' Club Members of the Club."
- (c) **deleting** from Rule 9.2 the words "*and address*".

* Ordinary Resolutions requires the support of 50% of the members present and entitled to vote.

** Special Resolutions requires the support of 75% of the members present and entitled to vote.

- (d) **inserting** into Rule 9.5 the following new Rule 9.5:
- “9.5 The Board shall have the power to transfer an Ordinary member who ceases to hold the necessary qualifications for their existing category of membership (including without limitation, a Junior member who has attained the age of eighteen (18) years) to another category of membership of the Club for which the Ordinary member has the necessary qualifications.”*
- (e) **inserting** into the beginning of Rule 10.1 the words *“Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body,”*
- (f) **deleting** from Rule 14(b) the words *“and addresses”*.
- (g) **inserting** into Rule 14(e) after the words *“does not pay the entrance fee and/or subscription fee”* the words *“(if any)”*.
- (h) **inserting** the following new Rule 15.5:
- “15.5 Notwithstanding any Rule contained in this Constitution, a Non-financial member shall not be entitled to:*
- attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or*
 - participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;*
 - attend or vote at any meeting of the Club or any Sub club;*
 - nominate or be elected or appointed to the Board or any committee of a Sub club;*
 - vote in the election of the Board or any committee of a Sub club;*
 - propose, second or nominate any eligible member for any office of the Club or any Sub club;*
 - propose, second or nominate any eligible member for Life membership.”*
- (i) **deleting** Rule 16.1(a) and **inserting** the following new Rule 16.1(a):
- “(a) For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.”*
- (j) **deleting** from Rules 16.1(b) and (c) the words *“but not less than \$2.00 per annum”*.
- (k) **deleting** Rules 16.2 and 16.3 and **inserting** the following new Rule 16.2 and renumbering the remaining sub-rules of Rule 16 accordingly:
- “16.2 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.”*
- (l) **deleting** the sub-heading and Rule 17 and **inserting** the following new sub-heading and Rule 17:
- “17. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS**
- 17.1 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.”*
- (m) **inserting** into Rule 18.1(a) after the words *“is an ordinary member”* the words *“who is required to pay a subscription fee”*.
- (n) **deleting** Rule 19.1 and **inserting** the following new Rules 19.1 to 19.4 inclusive:
- “19.1 A member may at any time resign from his or her membership of the Club by either:*
- giving notice in writing to the Secretary; or*
 - returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.*
- 19.2 A resignation pursuant to Rule 19.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.*
- 19.3 Any person who has not paid his or her joining fee, subscription, levy or other payment:=-*
- by the due date shall cease to be entitled to the privileges of membership of the Club; and*
 - within one (1) month after the due date, shall cease to be a member of the Club.*
- 19.4 Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.”*
- (o) **deleting** from Rule 20.5 the words *“(whichever is the lesser)”*.
- (p) **inserting** the following new Rules 20.6 to 20.10 inclusive:
- “20.6 The Board may authorise persons other than members to attend and speak at a general meeting, but those persons shall not be entitled to vote at general meetings.*
- 20.7 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 Corporations Law. 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.*

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20.8 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 Corporations Law.

20.9 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.

20.10 If permitted by the Corporations Law, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Corporations Law shall apply to such meetings and to the extent of any inconsistencies between the Corporations Law and the Constitution, the provisions of the Corporations Law shall prevail."

(q) **deleting** from Rule 22.3(i) the words "has failed to pay the annual subscription for the year then current" and **inserting** the words "is a Non Financial member".

(r) **inserting** the following new Rules 22.6 and 22.7:

"22.6 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.

22.7 The Club may record the proceedings of general meetings (including Annual General Meetings) using audio and visual technology but members are not entitled to do so."

(s) **inserting** the following new sub-heading and Rule 22A:

"22A MEETINGS AND VOTING

22A.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
- (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.

22A.2 If there is any inconsistency between Rule 22A.1 and any other provision of this Constitution, Rule 22A.1 shall prevail to the extent of that inconsistency."

(t) deleting Rule 24 and inserting the following new Rules 24 and 24A:

"24. MATERIAL PERSONAL INTERESTS OF DIRECTORS

24.1 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 24.2.

24.2 Notwithstanding anything contained in the Corporations Law, 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.

24A REGISTERED CLUBS ACCOUNTABILITY CODE

24A.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 24A. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 24A, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.

24A.2 For the purposes of this Rule 24A, 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 EXECUTIVES

24A.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.

24A.4 Contracts of employment with top executives:

- (a) will not have any effect until they are approved by the Board; and
- (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

24A.5 Subject to any restrictions contained in the Registered Clubs Act and Rule 24A.7, 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.

24A.6 A "pecuniary interest" in a company for the purposes of Rule 24A.5 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

24A.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

24A.8 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

24A.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.

24A.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

24A.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.

24A.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 24A

TRAINING DISCLOSURES

24A.13 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.

24A.14 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

24A.15 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."

- (u) **inserting** the following new Rules 28.6 and 28.7:

"28.6 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 28.

28.7 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 is not strictly complied with provided there is no substantive injustice for any candidates."

- (v) **deleting** Rule 33.1 and **inserting** the following new Rules 33.1 to 33.4 inclusive and renumbering the remaining sub-rules of Rule 33 accordingly:

"33.1 The Board shall:

- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Corporations Law and the Registered Clubs Act.

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(b) *prepare, on a quarterly basis, financial statements that incorporate:*

- (i) *the Club's profit and loss accounts and trading accounts for the quarter; and*
- (ii) *a balance sheet as at the end of the quarter.*

(c) *cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.*

(d) *make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.*

(e) *indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.*

(f) *provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.*

33.2 *The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Corporations Law to inspect such records.*

33.3 *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 Corporations Law.*

33.4 *In accordance with Section 317 of the Corporations Law, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:*

- (a) *the financial report of the Club; and*
- (b) *the directors' report;*
- (c) *the auditors' report on the financial report."*

(w) **deleting** the sub-rules of Rule 36.1 and **inserting** the following new sub-rules 36.1(a) to (n) inclusive:

(a) *"Such member shall be notified of any complaint against the member pursuant to this clause by notice in writing to the member at least 7 days before the hearing of the Board or disciplinary committee at which such complaint may be investigated. The notice shall set out the facts, matters and circumstances giving rise to the complaint.*

(b) *The member notified in accordance with sub-paragraph "a" shall be entitled to attend the meeting for the purpose of answering the complaint and is entitled to call witnesses to answer the complaint, provided that:*

- (i) *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*
- (ii) *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).*

(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 or the disciplinary committee 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.*

(e) *If the member fails to attend such meeting the complaint may be dealt with and the Board or disciplinary committee may decide on the material before it by having regard to any representations made to it in writing by the member called on to attend.*

(f) *After the Board has considered the evidence put before it, the Board or disciplinary committee 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.*

(g) *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 36.1(f) (i), immediately inform the member of the Board's decision; or*

(ii) *in the case of a decision under Rule 36.1(f)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*

(h) *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*
- (i) *by way or verbal or written submissions or a combination thereof.*

(i) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*

(j) *Any decision of the Board or disciplinary committee at any hearing or any adjournment hereof shall be final and the Board or disciplinary committee shall not be required to assign any reason for its decision.*

(k) *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.*

(l) *The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in this Rule 36.1 is not strictly complied with provided that there was no substantive injustice for the member charged.*

(m) *In the event that a notice of complaint is issued to the member pursuant to sub-paragraph "a" of this clause the Board or disciplinary committee shall have power to immediately suspend that member from all privileges of the Club until the complaint is completed. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member shall be notified in writing to that member and shall be enforced and implemented by the Club immediately.*

(n) *The powers of the Board under this rule may be exercised by a disciplinary committee appointed by the Board and comprising of not less than three (3) members of the Board. A quorum of the disciplinary committee shall be three (3) members of the Board. The Secretary shall not vote but may assist the Board or disciplinary committee in its deliberations either in person or with the assistance of any employees of the Club."*

(x) **inserting** the following new sub-heading and Rules 36.2 to 36.5 inclusive:

"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

36.2 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.

36.3 In respect of any suspension pursuant to Rule 36.2, the requirements of Rule 36.1 shall not apply.

36.4 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 36.2, 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; and*
- (b) *the period of suspension;*
- (c) *the privileges of membership which have been suspended; and*
- (d) *if the member wishes to do so, that the member may request by notice in writing sent to the Secretary the matter be dealt with by the Board pursuant to Rule 36.1.*

36.5 If a member submits a request under Rule 36.4(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 36.1;*
- (c) *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)."*

(y) **inserting** the following new Rules 37.2 to 37.6 inclusive:

"37.2 In addition to any powers under Section 77 of the Liquor Act and the powers conferred on the Secretary under Rule 37.1 of this Constitution, the Secretary or, subject to Rule 37.6, 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:

- (a) *who is then intoxicated, violent, quarrelsome or disorderly; or*
- (b) *who, for the purposes of prostitution, engages or uses any part of the premises of the Club;*
- (c) *whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;*
- (d) *who hawks, peddles or sells any goods on the premises of the Club;*
- (e) *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.*
- (f) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.*
- (g) *whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.*

37.3 If pursuant to Rule 37.2 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 37.6) 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.

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37.4 Without limiting Rule 37.3, if a person has been refused admission to or turned out of the Club in accordance with Rule 37.2(a), 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.

37.5 Without limiting Rule 37.3, if a person has been refused admission to or turned out of the Club in accordance with Rule 37.2(a), the person must not:

- (a) remain in the vicinity of the Club; or
- (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

37.6 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
- (b) any employee authorised by the Secretary to exercise such power."

- (z) **inserting** the following new sub-heading and Rule 44A:

"44A. NOTICES

44A.1 Without limiting the provisions of the Corporations Law, 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.

44A.2 Where a notice is sent to a member in accordance with Rule 44A.1(a), the notice is deemed to be received on the day it is given to the member.

44A.3 Where a notice is sent to a member in accordance with Rules 44A.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.

44A.4 Where a notice is sent to a member in accordance with Rule 44A.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."

- (aa) **deleting** from Rule 45.1 the definition of "Financial Member" and inserting the following new definitions into Rule 45.1 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."

- (bb) 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 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, the Liquor Act and the Registered Clubs Act (RCA).
- (2) **Paragraph (a)** clarifies that the Club holds a Club licence under the Liquor Act.
- (3) **Paragraph (b)** clarifies that Illawarra Leagues Club members are members of the Club pursuant to the amalgamation between the Club and the Illawarra Leagues Club in 2019.
- (4) **Paragraphs (c), (f) and (g)** amend existing provisions relating to applications for membership of the Club to bring the Constitution into line with best practice and the RCA. For example, the RCA no longer requires the Club to record the occupation of an applicant for membership, or to display the address of an applicant for membership on the Club's noticeboard.

- (5) **Paragraph (d)** clarifies that the Board has the power to transfer an Ordinary member to another class of membership, if that member ceases to hold the necessary qualifications for that category of membership. To illustrate, this Rule provides the Board with the power to transfer a Junior member who has recently turned 18 from Junior membership to Club membership (as a Junior member must be under the age of 18 years).
- (6) **Paragraph (e)** clarifies that the admission of Temporary members is subject to the requirements of the RCA.
- (7) **Paragraphs (h) and (q)** clarify that Non Financial members are not entitled to enjoy the privileges of membership (including voting at general meetings of the Club) until any subscriptions or other amounts due to the Club have been paid.
- (8) **Paragraphs (i), (j) and (k)** amend existing provisions relating to payment of annual subscriptions to bring the Constitution into line with best practice and the RCA.
- (9) **Paragraph (l)** clarifies that members must notify the Club of any changes to their contact details.
- (10) **Paragraph (m)** updates the rule relating to the Club's obligation to keep a register of members to align with the requirements of the RCA.
- (11) **Paragraph (n)** clarifies the Rules relating to the circumstances where a member resigns from membership. Paragraph (n) also clarifies that a person ceases to be a member of the Club if they fail to pay any subscription or other payment that is due to the Club within one month of the amount falling due.
- (12) **Paragraphs (o) and (p)** amend and insert new provisions relating to general meetings, voting and meetings to bring the Constitution into line with the Corporations Act and RCA.
- (13) **Paragraph (r)** clarifies that the chairperson is responsible for the general conduct of general meetings to bring the Constitution into line with best practice and the Corporations Act.
- (14) **Paragraph (s)** inserts a new Rule relating to general meetings, voting and meetings to bring the Constitution into line with the recently amended RCA.
- (15) **Paragraph (t)** amends existing provisions and inserts further Rules relating to mandatory director training, disclosure and accountability to bring the Constitution into line with the Registered Clubs Accountability Code.
- (16) **Paragraph (u)** clarifies that the Board has the power to create by-laws regulating all matters in connection with the election of the Board and also provides that the results of the election of the Board shall not be invalidated or voided if the election procedure is not strictly complied with provided there is no substantive injustice for any candidates.
- (17) **Paragraph (v)** amends existing provisions relating to the accounting and reporting requirements of the Club to bring the Constitution into line with the Corporations Act and Registered Clubs Act.
- (18) **Paragraphs (w) and (x)** amend existing provisions relating to disciplinary matters to bring the Constitution into line with best practice. Paragraph (x) inserts new Rules 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. However, the member concerned 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. Paragraph (w) also provides that if the Club's procedure for disciplinary proceedings is not strictly complied with, the proceedings are not invalidated or voided simply due to any slight non-compliance.
- (19) **Paragraph (y)** enshrines in the Constitution the power of the Club to remove persons (including members) from the premises of the Club in accordance with the Club's obligations to serve liquor responsibly under the Liquor Act.
- (20) **Paragraph (z)** updates the Rules in relation to sending notices to members via electronic means, as permitted by the Corporations Act and the RCA.
- (21) **Paragraph (aa)** inserts new and deletes existing definitions used in the Club's Constitution.
- (22) **Paragraph (bb)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

SPECIAL RESOLUTION 2.

To consider and if thought fit pass the following Special Resolution** to amend the Club's Constitution.

That the Constitution of Collegians' Rugby League Football Club Limited be amended by:

- (a) **deleting** the word "and" from Rule 6.2(c) and **inserting** the following new Rules 6.2(e) and (f):
- "(e) Illawarra Leagues' Club Members; and
(f) Junior members."
- (b) **inserting** into Rules 7.1(f), 7.2(e) and 7.3(d) after the words "annual subscription" the words "(if any)".
- (c) **deleting** from Rule 23.6 the word "month" and inserting the word "Quarter".
- (d) **inserting** the following new Rules 23.11 to 23.14 inclusive and renumbering the remaining sub-rules of Rule 23 accordingly:

NOTICE TO MEMBERS

ANNUAL GENERAL MEETING

"23.11 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

23.12 A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.

23.13 A resolution in writing signed by a majority of directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last required director signs the document containing the resolution.

23.14 In addition to Rule 23.13, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and a majority of 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."

- (e) **inserting** into the renumbered Rule 23.15 the following new sub-Rules 23.15(viii) to (x) inclusive:

"(viii) If a Director is not a Financial member.

(ix) If a Director is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health.

(x) If a Director is prohibited from being a director by reason of any order or declaration made under the Corporations Law, Liquor Act, Registered Clubs Act or any other applicable legislation."

- (f) **inserting** the following new Rule 26.2(k):

"(k) does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board."

NOTES TO MEMBERS ON SECOND SPECIAL RESOLUTION

1. The Second 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, the Liquor Act and the RCA.
2. **Paragraph (a)** clarifies that Illawarra Leagues' Club members are members of the Club pursuant to the amalgamation between the Club and the Illawarra Leagues Club in 2019. Paragraph (a) also clarifies that Junior membership is a category of Ordinary membership of the Club.
3. **Paragraph (b)** amend existing provisions in relation to the payment of membership subscriptions, as the RCA no longer requires a two-dollar minimum subscription to be paid by each member each year. Accordingly, the amendments in paragraph (b) reflect the new requirements of the RCA.
4. **Paragraphs (c) and (d)** amend existing provisions relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur, and clarify that Board resolutions may be passed by way of email. This is permitted by the Corporations Act. The RCA also no longer requires registered club boards to meet monthly, instead requiring at least one meeting to occur in every three (3) months. The amendment in paragraph (c) reflects this change to the RCA.
5. **Paragraph (e)** updates the Rules that relate to the automatic removal of a director from their office on the Board to reflect the law and best practice. For example, a director who ceases to be a Financial member of the Club or is declared bankrupt will automatically vacate their office.
6. **Paragraph (f)** clarifies that a member is ineligible to be nominated for or be elected or appointed to the Board if that member does not have a Director Identification Number, as is now required by the Corporations Act.

MICHAEL WILKINS
CHIEF EXECUTIVE OFFICER
