

# NOTICE TO MEMBERS

## ANNUAL GENERAL MEETING TO BE HELD MONDAY 27TH OCTOBER 6.30PM

NOTICE is hereby given of the Annual General Meeting of the Collegians Rugby League Football Club Limited to be held on Monday 27 October 2025 commencing at the hour of 6.30pm at the premises of the Club, 3a Charlotte Street, Wollongong New South Wales

1. Welcome and apologies.
2. To receive and consider the Minutes of the Annual General Meeting of the Club held on 28 October 2024.
3. To receive and consider for the financial year ending 30 June 2025:
  - (a) The financial report of the Club;
  - (b) The directors' report;
  - (c) The auditor's report.
4. To declare the results of the ballot for the election of directors.
5. To consider and if thought fit pass the three Ordinary Resolutions set out below.
6. To consider and if thought fit pass a Special Resolution set out below.

### FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) The members approve the payment of \$8,000 as the honorarium to the President of the Board in relation to services rendered to the Club until the Annual General Meeting to be held in 2026.
- (b) The members acknowledge that the benefits in paragraph (a) above are unavailable to members generally but only for the President of the Club.

### SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

1. The members approve that an honorarium be paid by the Club of \$3,000 to each Director of the Board (excluding the President) in relation to services rendered by each Director until the Annual General Meeting to be held in 2026.
2. The members acknowledge that the benefits in paragraph (a) above are unavailable to members generally but only for the Directors on the Board of the Club

### NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

1. The Second Ordinary Resolution proposes that the members approve an honorarium payment to the Directors in relation to their services provided to the Club until the next Annual General Meeting in 2026.
2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year. The amounts of the honorariums for Directors proposed above are the same as the honorariums approved by members at the Annual General Meeting held in 2024.

### THIRD ORDINARY RESOLUTION

- (a) That pursuant to the Registered Clubs Act 1976 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:
- (b) 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.
- (c) To participate in the affairs of representative bodies or bodies of New South Wales Registered Clubs, at the cost of the Club.
- (d) 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.
- (e) 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.
- (f) Arising out of the activities referred in paragraphs (a), (b) and (d) hereof, the Club is authorised, in appropriate circumstances, to meet whatever costs are incurred by a Director, being accompanied by his/ her partner.

## NOTES TO MEMBERS ON THE THIRD ORDINARY RESOLUTION

1. The Third Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments, which may have a significant bearing on the Club and for other out of pocket expenses. Included in the Third Ordinary Resolution is the cost of Directors attending functions as representatives of the Club.
2. Section 10(6)(d) of the Registered Clubs Act allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Second Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.
3. Section 10(6A) of the Registered Clubs Act provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.
4. The benefits in the Third Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role as Directors.

## SPECIAL RESOLUTION

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

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

- (a) **inserting** after Rule 1 the following new Rule 1A:

### 1A. PRELIMINARY

1A.1 *The Company is a company limited by guarantee established for the purposes set out in this Constitution.*

1A.2 *Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.*

1A.3 *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.*

1A.4 *A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.*

- (b) **deleting** Rule 10.1(a) and (b) and inserting instead the following new Rule 10.1(a) and (b):
  - (a) *being a member of any Club having aims and objects similar to those aims and objects set out in this Constitution; or*
  - (b) *whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board by By-law pursuant to this Constitution,*
- (c) **deleting** the words:
  - (i) *"these Articles" and inserting the words "this Constitution";*
  - (ii) *"by-laws" and inserting the words "By-laws"; and*
  - (iii) *"Corporations Law" and inserting the words "Corporations Act",*

wherever appearing in the Constitution.

4. **inserting** the following new Rules 15.5 to 15.7 and renumber the remainder of the Rule accordingly:

15.5 *Under the AML/CTF Act the Club:*

- (a) *is a reporting entity;*
- (b) *provides a designated service to its members and patrons;*
- (c) *may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and*
- (d) *may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.*

15.6 *In Rule 15.5 "enhanced due diligence" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.*

15.7 *Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:*

- (a) *its obligations under the AML/CTF Act; and*
- (b) *any Liquor or Gaming Policy,*

\* Ordinary resolutions required 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.

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## ANNUAL GENERAL MEETING

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 36 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

5. **inserting** the following new Rule 24.3:

24.3 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with this Rule 24.1:

- (a) the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and
- (b) the Board may remove or have removed, the director from any Board meeting while the matter is being considered.

6. **inserting** after Rule 36.1 the following new Rule 36.1A:

36.1A Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.

(g) **inserting** the following new Rules 41.2 and 41.3:

41.2 Without limiting the generality of Rule 41.1 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
- (b) the operations of the Club;
- (c) the control and use of the Club's premises;
- (d) the control and management of competitions;
- (e) the conduct of members and guests of members;
- (f) the playing and social privileges of each category of membership;
- (g) the conduct of members in relation to Club employees;
- (h) the use of social media and other forms of electronic communication relating to the Club by members and guests of members;

- (i) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

41.3 Any By-law made under Rule 41.1 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

(h) **inserting** in Rule 45.1 the following new definitions in alphabetical order:

**"AML/CTF Act"** means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

- (i) **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 SPECIAL RESOLUTION

1. The Special Resolution proposes a series of amendments to the Constitution to bring it into line with best practice and the Corporations Act, Registered Clubs Act (RCA) and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (**AML/CTF Act**).
2. Paragraphs (a) inserts a new Rule 1A with provisions reflects the Corporations Act and the status of the Club's Constitution as a statutory contract between the Club and its members.
3. Paragraph (b) amends Rule 10.1 which relates to temporary members, to reflect amendments made to the RCA in 2024 which removed the requirement prohibiting a temporary member living within 5km of the Club's premises.
4. Paragraph (c) amended to changes certain words where appearing throughout the Constitution.
5. Paragraphs (d) and (h) are necessary to ensure that the Club can effectively comply with its legal obligations under the **AML/CTF Act** and related regulatory frameworks.

6. As a registered club, the Club is considered a “reporting entity” under the **AML/CTF** Act, as it provides certain designated services such as gaming and financial transactions to members and patrons. Under this legislation, the Club is subject to strict regulatory obligations, including the need to:
- Verify the identity** of members and patrons engaging in relevant transactions;
- **Conduct “enhanced due diligence”** in higher-risk situations, such as large or unusual transactions;
  - **Monitor and report suspicious activities** to AUSTRAC (Australian Transaction Reports and Analysis Centre);
  - **Implement and enforce internal compliance procedures**, including restrictions on access to the Club’s premises.
7. The proposed amendment:
- Clarifies the Club’s status and responsibilities under the **AML/CTF** framework;
  - Provides transparency and certainty to members and patrons that the Club may need to request additional personal information or undertake enhanced due diligence in certain cases;
  - Confirms the Club’s power to take appropriate action, including restricting access to the premises, to comply with AML/CTF and relevant Liquor or Gaming policies;
  - Ensures the Club can act swiftly and lawfully, where necessary, without being constrained by other provisions of the Constitution (e.g. disciplinary processes under Rule 36), which may not be appropriate or practical in such regulatory contexts.
8. These amendments are both protective and proactive. They safeguard the Club from regulatory risk and potential penalties, while reinforcing the Club’s commitment to responsible conduct and compliance with national and state laws.
9. Paragraph **(e)** proposes a new Rule 24.3 which ensures that Board decisions are made in the Club’s best interests, without personal bias.
10. If the Board reasonably believes a director has a material personal interest in a matter and the director fails to declare it or follow the rules in 24.1:
- (a) This will be treated as conduct prejudicial to the Club, which may lead to disciplinary action.
  - (b) The Board may exclude the director from the meeting while the matter is discussed or decided.
11. This Rule protects the integrity of the Board’s decision-making and upholds good governance for the benefit of all members.
12. Paragraph **(f)** is intended to address the growing use and impact of social media and electronic communication, and to ensure that all members and their guests uphold standards of conduct that support the reputation, integrity, and operational stability of the Club.
13. Under these new Rule, any use of social media or electronic communication by a member or their guest that is negative or can be reasonably construed as negative toward the Club — including its facilities, services, employees, officers, members or strategies — will be deemed conduct prejudicial to the interests of the Club.
14. This amendment is important for the following reasons:
- **Protecting the Club’s reputation:** Negative or disparaging comments made online can spread rapidly and damage the Club’s standing in the community, its relationships with stakeholders, and its ability to attract and retain members.
  - **Supporting staff and member wellbeing:** Public or semi-public criticism of staff or other members can cause unnecessary distress, undermine morale, and create a hostile environment that is inconsistent with the Club’s values and objectives.
  - **Reinforcing member responsibilities:** Membership in the Club carries with it certain privileges and responsibilities. These Rules ensure that members and their guests understand the importance of expressing concerns or feedback through appropriate internal channels rather than through public forums.
  - **Modernising the Constitution:** The inclusion of these Rules bring the Club’s Constitution into alignment with contemporary standards of governance and conduct, recognising the potential real-world impact of online behaviour on the Club, its employees and members.
15. Importantly, this rule does not prevent members from raising genuine concerns with management or the Board. Rather, it encourages such matters to be dealt with constructively and respectfully through the appropriate internal processes.
16. Paragraph **(g)** updates the matters that the Board has power to specifically make By-laws in relation to. The Rule does not limit the scope of the Board’s power to make By-laws.
17. Paragraph **(i)** permits any necessary amendments to be made following the amendments to the Rule including those required to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

\* Ordinary resolutions required 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.

# NOTICE TO MEMBERS

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### PROCEDURAL MATTERS

1. To be passed, the Ordinary Resolutions must receive votes from a simple majority (50% + 1) of those members who being eligible to do so vote in person on the Ordinary Resolutions at the meeting.
2. Only financial Ordinary members (excluding Junior members) and Life members of the Club are entitled to vote on the three Ordinary Resolutions.
3. To be passed, the Special Resolutions 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 Resolutions at the meeting.
4. Only financial Ordinary members (as defined in the Constitution (excluding Junior members)) and Life members of the Club are entitled to vote on the Special Resolution.
5. Under the Registered Clubs Act:
  - (a) members who are employees of the Club are not entitled to vote; and
  - (b) proxy voting is prohibited.
6. 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.
7. The Board recommends that members vote in favour of the Special Resolutions.

**MICHAEL WILKINS**  
**CHIEF EXECUTIVE OFFICER**

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