



**EAST CESSNOCK BOWLING CLUB LIMITED
ACN 000 835 923**

NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **EAST CESSNOCK BOWLING CLUB LIMITED** to be held on the 19th of **December 2022** commencing at 5:00pm at the premises of the Club, Neath Street, Cessnock, New South Wales the members will be asked to consider and if thought fit pass the Special Resolution set out below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, a Special Resolution must receive votes in favour 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 Life members and financial Bowling members can vote on the Special Resolution.**
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

That the Constitution of East Cessnock Bowling Club Limited be amended by:

- (a) **inserting** the following new Rule 3.1(m) and **renumbering** the remaining provisions of Rule 3.1 accordingly:

“(m) “Quarter” means a period of 3 months ending on 31 March, 30 June, 30 September, or 31 December.”
- (b) **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.”
- (c) **deleting** Rule 16.3 and **inserting** the following new Rules 16.3:

“16.3 Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.”
- (d) **deleting** Rule 18.1(a)(ii) and **renumbering** the remaining provisions accordingly.
- (e) **inserting** new Rule 20.2(a)(ii) and **renumbering** the remaining provision accordingly:

“(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;”
- (f) **deleting** Rule 20.2(b) and **inserting** new Rule 20.2(b):

“(b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing seven (7) days before the meeting of the Board at which the charge is to be heard.”
- (g) **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).”*
- (h) deleting** Rule 20.2(g) and **inserting** new Rule 20.2(g):
- “After the Board has considered the evidence put before it, the Board may:*
- (i) immediately come to a decision as to the member’s guilt in relation to the charge; or*
 - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.”*
- (i) deleting** Rules 20.2(i) and 20.2(j) and **inserting** new Rules 20.2(i) and (j):
- “(i) 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.*
- (j) If the member 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 of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty.”*
- (i) At the meeting or afterwards; and*
 - (ii) by way of verbal or written submissions or a combination of thereof.”*
- (j) inserting** new Rule 20.2(k):
- “(k) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.”*
- (k) deleting** from new Rule 20.2(l) the words *“by secret ballot”*.
- (l) Deleting** renumbered Rule 20.2(o) and **inserting** new Rule 20.2(o):
- “(o) ”Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.”*
- (m) inserting** new Rules 20.8 to 20.13 and heading:
- “ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**



- 20.8 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*
- 20.9 *In respect of any suspension pursuant to Rule 20.8, the requirements of Rule 20.2 shall not apply.*
- 20.10 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20.8, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
- (a) the member has been suspended as a member of the Club; and*
 - (b) the period of suspension;*
 - (c) the privileges of membership which have been suspended; and*
 - (d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 20.2.*
- 20.11 *If a member submits a request under Rule 20.10(d):*
- (a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
 - (b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.2;*
- 20.12 *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).*
- 20.13 *This Rule 20 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.”*
- (n) **inserting** new Rules 27.5(g) to (k):
- “(g) has at any time 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) was an employee of the Club during the period of two (2) years immediately preceding the proposed date of election or appointment to the Board;*
 - (i) is a current contactor of the Club or a director, secretary, employee or business owner of a contractor;*
 - (j) 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.*
 - (k) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing).”*



- (o) **inserting** new Rule 27.11:

"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 (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board."

- (p) **deleting** Rules 29.3 (e) and (f).

- (q) **deleting** from Rule 30.1 the words "calendar month" and **inserting** the word "Quarter".

- (r) **inserting** new Rule 35.1(k):

"(k) does not hold a Director Identification Number (unless exempted from doing so)."

- (s) **deleting** Rule 44 and **inserting** new Rule 44:

"44.1 Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:

(a) personally;

(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.

44.2 Where a notice is sent to a member in accordance with Rule 44.1(a), the notice is deemed to be received on the date 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."

- (t) **inserting** new heading and Rule 48 as follows:

"48. MEETINGS AND VOTING

48.1 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.



48.2 *If there is any inconsistency between Rule 48.1 and any other provision of this Constitution, Rule 48.1 shall prevail to the extent of that inconsistency.*"

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) inserts a new definition in the Constitution.
3. Paragraphs (b) and (c) amend the provision 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.
4. Paragraph (d) amends the membership register requirements to reflect the RCA.
5. Paragraphs (e) to (l) inclusive amend the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
6. Paragraph (m) will introduce new rules 20.8 to 20.13 giving additional power to the Secretary to discipline members and give a suspension for up to 12 months with the right in the member to request that the matter be heard before the Board in the usual way
7. Paragraph (n) 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 if they were an employee of the Club within the period of 2 years before appointment to the Board or if they have been found guilty of a disciplinary charge and received a suspension of membership.
8. Paragraph (o) inserts a new rule 27.11 which requires all directors to have a Director Identification Number as required under the Corporations Act.
9. Paragraph (p) will delete rules 29.3 (e) and (f) dealing with Powers of the Board as they are not relevant to the Club.
10. Paragraph (q) amends 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.
11. Paragraph (r) inserts new Rule 35.1(k) which deals with a ground upon which a casual vacancy on the Board of the Club will arise.
12. Paragraphs (s) and (t) amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds a new Rule 48 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.

Dated:25/11/2022

By direction of the Board

Russell Banks
Chief Executive Officer