

2023 NOTICE OF AGM



NOTICE is hereby given of the Annual General Meeting of DAPTO LEAGUES CLUB LIMITED to be held on **26th November 2023** commencing at the hour of **10am** at the premises of the Club, Bong Bong Road, Dapto, New South Wales.

BUSINESS

The business of the meeting will be as follows:

1. Apologies.
2. To confirm the minutes of the previous Annual General Meeting.
3. To receive and consider the President's report, directors' report, financial report and auditor's report. These reports will be available on the Club's website www.daptoleagues.com.au at least 21 days prior to the Annual General Meeting.
4. To consider and if thought fit pass the Ordinary Resolutions set out in this Notice.
5. To consider and if thought fit pass a Special Resolution set out in this Notice.
6. To declare the results of the election of the Board.
7. To consider and if thought fit pass a Life Member Resolution set out in this Notice

Procedural matters

1. Each resolution should be read in conjunction with the Notes to Members which follow the resolution.
2. To be passed, an Ordinary Resolution must receive votes in its favour from a majority (50 + 1) of those members who, being eligible to do so, vote in person on the resolution at the meeting.
3. To be passed a Life Member Resolution must receive votes in its favour from at least two thirds (67%) of those members who, being eligible to do so, vote in person on the resolution at the meeting.
4. To be passed, a Special Resolution must receive votes in its 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.
5. Only financial Club members, financial Grange Golf Club members and Life members are eligible to vote on the Ordinary Resolutions, Life Member Resolution and Special Resolution.
6. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
7. Amendments to the Special Resolution (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.
8. The Board of the Club recommends the Ordinary Resolutions, Life Member Resolution and Special Resolution to members.

FIRST ORDINARY RESOLUTION

- (a) That the members hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:
 - (i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
 - (ii) The reasonable costs (including travel and accommodation expenses) of directors (and their spouses/partners if required) attending meetings, conferences and trade shows conducted by ClubsNSW, the Club Managers Association, the Leagues Clubs Association and such other conferences and trade shows as determined by the Board from time to time.
 - (iii) The reasonable cost of directors (and their spouses/partners if required) attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
 - (iv) The reasonable cost of directors (and their spouses/partners if required) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
 - (v) The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.
 - (vi) The reasonable cost of meals and beverages for each director after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal mealtime.

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- (vii) The reasonable expenses incurred by directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
 - (viii) The reasonable cost of Club apparel being provided to directors as required.
 - (ix) The reasonable cost of a mobile phone and phone calls for the President in respect of his duties as the President of the Club.
 - (x) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to directors in respect of their duties as directors of the Club.
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors of the Club (and their spouses/partners in the circumstances set out in (ii), (iii) and (iv) above).

Notes to Members on First Ordinary Resolution

1. The First 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.
2. Included in the First Ordinary Resolution is the reasonable cost of:
 - (a) directors attending functions as representatives of the Club and, if required, the costs of their spouses/partners also attending those functions;
 - (b) a mobile phone (and phone calls) for the President in respect of his Club duties;
 - (c) an electronic device (laptop, iPad or similar device) and internet access being made available to directors in respect of their duties as directors;

SECOND ORDINARY RESOLUTION

That the members hereby approve:

- (a) The payment of the following honorarium to the President of the Club for services as President of the Club until the next Annual General Meeting:
 - (i) President - \$10,400
- (b) Such honorarium to be paid by weekly or such other instalments as the Club and the President may agree from time to time.
- (c) If the President only holds office for part of the term, the honorarium shall be paid on a pro-rata basis.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution is to have the members approve an honorarium for the President of the Club for duties to be performed by the President until the next Annual General Meeting.
2. The honorarium will be paid on a pro-rata basis which means that if the President only holds office for part of the year the President will only receive part of the honorarium.
3. to them by post.

SPECIAL RESOLUTION

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

That the Constitution of Dapto Leagues Club Limited be amended as follows:

- (a) by inserting into Rule 5(a) the following new definitions in proper alphanumerical order:

"Director Identification Number" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be nominated for election or appointed to office as a director of the Club.

"Golfing Member" means a Club member who is a Seven Day Playing Member or Senior Playing Member of The Grange.

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

"The Grange" means the Club's golf course known as The Grange.

- (b) by deleting Rule 5(b) in its entirety and inserting instead the following new Rule 5(b):

"Financial member". A member shall not be a financial member of the Club if:

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- (i) the member's subscription or any part thereof has not been paid in accordance with Rule 40(a); or
- (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of thirty (30) days from service on that member of a notice from the Club requiring payment thereof;
- (iii) the member has not renewed their membership of the Club in accordance with Rule 40(a); and

in either case that member shall be and remain un-financial until the full amount owing is paid to the Club.

(c) by deleting from Rule 18 sub-Rule (d) "Grange Golf Club members".

(d) By deleting Rule 20 in its entirety and inserting instead the following new Rule 20:

20. As from the date of the Special Resolution adopting this Constitution:

- (a) those members recorded in the Register of Members as "Grange Golf Club members" and who are over the age of 18 years shall be known as "Club members";
- (b) those members recorded in the Register of Members as "Grange Golf Club members" who are under the age of 18 years shall be known as "Junior members",

(e) by inserting into Rule 22(c) the following new sub-Rule (ii):

(ii) golfing privileges and advantages of The Grange subject to the payment of an additional subscription as the Board may determine from time to time;

(f) by deleting Rule 24(c) in its entirety and inserting instead the following new Rule 24(c):

(c) Subject to the provisions of the Registered Clubs Act, a Junior member shall:

(i) be entitled to:

- (1) the use of such of the privileges and advantages of the Club as the Board; and
- (2) if aged between sixteen (16) years and eighteen (18) years, golfing privileges and advantages of The Grange Golf Course subject to the payment of an additional subscription,

as the Board may determine from time to time.

(ii) not be entitled to:

- (1) attend and vote at any meeting of the Club; or
- (2) vote in the election of the Board;
- (3) take part in the management of the Club;
- (4) propose, second or nominate any eligible member for any office of the Club;
- (5) propose, second or nominate any eligible member for Life membership;
- (6) introduce guests to the Club.

(g) by deleting Rule 25 in its entirety.

(h) by deleting from Rule 27(b) the words "and address".

(i) by inserting a new Rule 30(c) as follows:

(c) 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.

(j) by deleting Rule 33(d) in its entirety and inserting the following new Rule 33(d):

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

(k) by deleting Rule 36(a)(iv) in its entirety and inserting the following new Rule 36(a)(iv):

(iv) the contact details (including the mobile number and email address) of the applicant;

(l) by deleting from Rule 36(e) the words "and address".

(m) by deleting Rule 37(a) in its entirety and inserting the following new Rule 37(a):



(a) *The Club shall not be required to notify a person if they have been elected as a member. If a person fails to be elected to membership the Secretary shall cause the entrance fee (if any) and first annual subscription (if any) to be returned to such person.*

(n) by deleting Rules 39 and 40 in their entirety and inserting instead the following new Rules 39 and 40:

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

39. *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 and shall be due and payable on such date or dates and paid in such manner as may be determined by the Board from time to time.*

40 (a) *Each year the Secretary shall cause reasonable notice to be given in writing to each member of the renewal date for membership and the due date for payment of the subscription (if any).*

(b) *Any person who has not paid his or her subscription or renewed his or her membership by the due date notified in accordance with Rule 40(a) and the subscription remains unpaid or renewal of membership has not been made within thirty (30) days of the due date, may by resolution of the Board, be removed from membership of the Club and the provisions of Rule 43 and Rule 44 shall not apply to such resolution.*

(c) *Any person who has been removed from membership of the Club pursuant to paragraph (b) of this Rule 0 may re-apply for membership in accordance with this Constitution.*

(o) by deleting Rules 41 and 42 in their entirety and inserting instead the following new Rules 41 and 42:

REGISTERS OF MEMBERS AND GUESTS

41. *The Club shall keep the following registers:*

(a) *A register of persons who are Full members. This register shall set forth in respect of each of those members:*

- (i) *the name in full;*
- (ii) *the address;*
- (iii) *the date on which the entry of the member's name in the register is made;*
- (iv) *the date on which that member last paid the annual fee for membership of the Club (if any) (excluding Life members).*

(b) *A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.*

(c) *A register of persons who are Temporary members other than Temporary members referred to in Rule 32(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.*

(d) *A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.*

ADDRESSES OF MEMBERS

42. *Members must advise the Secretary of the Club of any change in their contact details (including their address, email address and telephone number) within seven (7) days of changing their address as recorded in the register referred to in Rule 41(a).*

(p) by deleting Rules 44 and 45 in their entirety and inserting instead the following new Rules 44 and 45:

44.(a) *A member shall be notified of:*

- (i) *any charge against the member pursuant to Rule 43;*
- (ii) *the particulars of the charge, including the alleged facts and circumstances which gave rise to the charge against the member; and*
- (iii) *the date, time and place of the hearing of the charge.*

(b) *The member charged shall be notified of the matters in paragraph (a) of this Rule 44 by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard. Nothing in this paragraph (b) shall prevent the member charged and the Club agreeing to a different form of notice or a shorter notice period.*

(c) *The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.*

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- (d) *If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.*
- (e) *If the member attends the hearing, the member will be asked whether the member pleads guilty or not guilty to the charge.*
- (f) *If the member pleads guilty to the charge, the charge may be forthwith heard and dealt with in accordance with this Rule 44.*
- (g) *If the member pleads not guilty to the charge, the hearing may be adjourned for a maximum period of seven (7) days by either the Board or the member charged to enable the Board or the member charged to call any relevant witnesses.*
- (h) *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.*
- (i) *If the member charged does not comply with the warning given in accordance with paragraph (h) 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.*
- (j) *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.*
- (k) *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 44(j)(i), immediately inform the member of the Board's decision; or*
 - (ii) *in the case of a decision under Rule 44(j)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*
- (l) *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*
 - (ii) *by way of verbal or written submissions or a combination thereof.*
- (m) *No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.*
- (n) *Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.*

PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

45. *If a notice of charge is issued to a member pursuant to Rule 44(a):*

- (a) *the Board by resolution; or*
- (b) *the Secretary (independently of the Board)*

shall have the power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

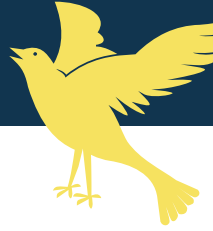
- (c) *by inserting the heading "DISCIPLINARY COMMITTEE" above Rule 46.*
- (r) *by inserting the following new Rule 49:*

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

49.(a) *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.*

- (b) *In respect of any suspension pursuant to Rule 49(a), the requirements of Rules 44 shall not apply.*
- (c) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 49(a), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

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- (i) the member has been suspended as a member of the Club;
 - (ii) the period of suspension;
 - (iii) the privileges of membership which have been suspended; and
 - (iv) if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rule 44.
- (d) If a member submits a request under Rule 49(c)(iv):
- (i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 44 and 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 their delegate).
- (f) This Rule 49 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in section 77 of the Liquor Act.
- (s) deleting Rule 55(b) to (d) in their entirety and inserting instead the following new Rules 55(b) to (d):
- (b) For the purposes of paragraph (a) of this Rule 56, membership as a Grange Golf member is deemed to constitute membership of the Club.
- (c) Only Life members and financial Club members who satisfy paragraph (a) of this Rule 55 and satisfy the Secretary that they have been financial members of the Dapto Rugby League Football Club for the two (2) calendar years immediately preceding the close of nominations shall be entitled to stand for and be elected or appointed as a Football Director.
- (d) Only Life members and financial Club members who satisfy paragraph (a) of this Rule 55 and satisfy the Secretary that they have been financial Grange Golf members or Golfing Members for the two (2) calendar years immediately preceding the close of nominations shall be entitled to stand for and be elected or appointed as the Golf Director.
- (t) deleting Rule 56 in its entirety and inserting instead the following new Rule 56:
56. A member who:
- (a) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (b) 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;
 - (c) is an employee of the Club;
 - (d) was an employee of the Club during the five (5) years immediately preceding the proposed date of election or appointment to the Board;
 - (e) is currently under suspension pursuant to Rules 43, 44, 45, 47 or 49 (but not including any provisional suspension pending a disciplinary hearing);
 - (f) does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her nomination for election or appointment to the Board;
- shall not be eligible to stand for or be elected or appointed to the Board.
- (u) deleting Rule 66 in its entirety and inserting instead the following new Rule 66:
66. The Board may meet together in person and/or via electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business.
- (v) by deleting Rules 74 and 75 in their entirety and inserting instead the following new Rules 74 and 75:
74. In addition to Rule 75, 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.
75. 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.
- (w) by deleting Rule 84 in its entirety and inserting instead the following new Rule 84:



VACANCIES ON BOARD

84. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (d) by notice in writing given to the Secretary resigns from office as a director.
 - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Registered Clubs Act or Liquor Act.
 - (f) ceases to be a member of the Club.
 - (g) becomes an employee of the Club.
 - (h) fails to complete the mandatory training requirements for directors referred to Rule 54(c) within the period prescribed by the Registered Clubs Act (unless exempted).
 - (i) was not eligible to stand for or be elected or appointed to the Board.
 - (j) ceases to hold the necessary qualifications to be elected or appointed to the Board.
 - (k) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension).
 - (l) does not have or ceases to have a Director Identification Number (unless exempted from doing so).
 - (m) fails to declare the nature of his interest in a contract or office or property as provided by the Act.
 - (x) by inserting the following new Rule 101A:

102A. Additional Matters for General Meetings

- (a) 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 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 102A(a) will not operate in relation to a meeting called pursuant to a request or requisition of members.
- (b) 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.
- (c) 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.
- (d) 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.
- (y) by deleting the words "facsimile number or" from Rule 110(c).
- (z) by inserting the following new Rules 117 and 118:

MEETING AND VOTING

117. 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;
 - (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; and
 - (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.



118. *If there is any inconsistency between Rule 117 and any other provision of this Constitution, Rule 117 shall prevail to the extent of that inconsistency.*

(aa) by making such general consequential amendments necessary to ensure that cross referencing of Rules and paragraphs, together with Rule and paragraph numbering, are correct throughout 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 the Corporations Act, the Registered Clubs Act and industry best practice.
2. The insertion of the new definitions in Rule 5(a) are intended to give meaning and effect to those terms as used throughout the Constitution.
3. The amendment of Rule 5(b) is to place a threshold on when a person in a class of membership with no subscription (if any) will become unfinancial.
4. Rule 18 is amended by removing the class of membership known as "Grange Golf Club members". The Club is not proposing to do away with golf. Rather the Club is attempting to consolidate all members as either Club Members, Social Members, Junior Members or Life Members. Club Members and Junior Members will have the right to pay additional subscriptions for golfing privileges at The Grange. But all members with golfing rights must be a Club Member if over 18 years, or a Junior Member if under 18 years.
5. The amendment to Rule 20 is to reflect the amendments referred to above.
6. The amendments to Rule 22(c) and Rule 22(c) are intended to reflect the amendments referred to above in paragraph 4.
7. Rule 25 is removed. This was the Grange Golf Club member clause. It is removed to give effect to the amendments referred to above in paragraph 4.
8. The amendment to Rule 27(b) is to remove the requirement for a member who has made application to transfer between classes of membership, to have their name displayed on the notice board. It removes the requirement for their address to be displayed.
9. The new Rule 30(c) provides that the Secretary can refuse an applicant for membership admission to the Club or remove such a person. This Rule does not effect existing members.
10. Rule 33(d) is amended to allow the Secretary or senior employee to refuse a person admission to the Club as a temporary member. This amendment reflects the Registered Clubs Act.
11. Rule 36 is amended to update the details of an applicant for membership to be provided in the nomination form to reflect the requirements of the Registered Clubs Act. Rule 36(a) was amended to remove the requirement to obtain details of a new members' occupation. It requires a new member to provide a mobile number and email address (if any) on an application for membership. It also removes the requirement to put their address on the Noticeboard as this was recently removed from the Registered Clubs Act.
12. Rule 39 is amended to reflect the Registered Clubs Act and provides that the Board has the power to set subscriptions (if any).
13. Rule 40 is amended to clarify when a member is not a financial member and when an unfinancial member will cease to be a member of the Club.
14. The amendment to Rule 41 updates the register of members the Club to remove the requirement to insert the occupation of a member and reflects the amended Registered Clubs Act.
15. Rule 42 is amended to require members to advise the Secretary of any change in contact details including address, email address and telephone number, within seven (7) days of the change.
16. The amendment to Rules 44 to 49 relate to disciplinary proceedings and updates those requirements to reflect current industry practice. For example, it provides the Board with the power to advise a member of the outcome of a disciplinary charge via letter to allow the Board the opportunity to consider an appropriate penalty should the member be found guilty of the charge. Rule 49 confers power on the Secretary to suspend a member from membership for up to 12 months where he or she has engaged in conduct unbecoming a member or prejudicial to the interests of the Club. Where a member is suspended by the Secretary, the member has a right to request the matter to be dealt with the Board or disciplinary committee in the usual course.



17. The amendments to Rule 55(b) to (d) is to make it clear that the Board will continue to consist of one Golf Director and to ensure that time as a Grange Golf Club member will count towards membership of the Club (despite the fact that class of membership ceases to exist) and to clarify that only Life members and financial Club members who satisfy Rule 55(a) and have been financial Grange Golf members or Golfing Members for the two (2) calendar years immediately preceding the close of nominations shall be entitled to stand for and be elected or appointed as the Golf Director.
18. The amendments to Rule 56 is to update the grounds on which a member is ineligible to be elected or appointed to the Board. The amendments reflect Corporations Act, Registered Clubs Act and industry best practice.
19. Rule 66 is amended to allow the Board to meet together in person and/or via electronic means as long as it meet whenever it deems it necessary but at least once in each Quarter for the transaction of business. This reflects the Registered Clubs Act.
20. Rules 74 and 75 are amended to allow circular resolution of the Board and technology to be used for Board meetings provided it 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. This reflects the Corporations Act.
21. Rule 84 is amended to insert additional grounds on which a director's office will be automatically vacated, and these include where the person was not eligible to stand for or be elected or appointed to the Board, ceases to hold the necessary qualifications to be elected or appointed to the Board, has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension), does not have or ceases to have a Director Identification Number (unless exempted from doing so), fails to declare the nature of his interest in a contract or office or property as provided by the Act.
22. New Rule 102A inserts a power whereby the Board can cancel or postpone any general meeting in certain circumstances, withdraw any resolution which has been proposed by the Board, hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology and hold virtual only meetings. The Rule reflects the Corporations Act.
23. The amendment to Rule 110 removes the ability to send notice by facsimile.
24. Rule 117 is inserted to reflect recent changes to the Registered Clubs Act including allowing the Club to send notice of a general meeting and documents relating to a meeting electronically.
25. Finally, the Special Resolution proposes to make such general consequential amendments necessary to ensure that cross referencing of Rules and paragraphs, together with Rule and paragraph numbering, are correct throughout the Constitution.

LIFE MEMBER RESOLUTION

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

That the members of Dapto Leagues Club Limited (Club) confer Life Membership on Mr Anthony O'Donnell (Member No: 3730), in recognition of his 50 years continuous membership of the Club and his meritorious and special service to the Club over many years.

Notes to Members on the Life Member Resolution

1. On 21st September 2023, the Chief Executive Officer of the Club received a nomination for Mr Anthony O'Donnell to be admitted to Life membership of the Club. The nomination was proposed by David Smith (Member No: 4551) and seconded by Edward Bate (Member No: 1466).
2. In accordance with Rule 26(d) of the Club's Constitution, the nomination was considered by the Board at its meeting on 26th September 2023.
3. The Board unanimously approved the nomination and agreed to refer it for the consideration of the members at the next General Meeting of the Club, being this Annual General Meeting.
4. The Board recommends the Life Member Resolution be passed by members.

Dated: 26 September 2023

By direction of the Board

David Hiscox
Chief Executive Officer