

NOTICE is hereby given that at the Annual General Meeting of the Dapto Leagues Club Limited to be held on **30th November 2025** commencing at the hour of 10am at the premises of the Club, Cnr Station Street & Bong Bong Road, Dapto NSW 2530 the business of the meeting will include to consider and if thought fit, pass the Special Resolution set out below.

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 the Special Resolution set out in this Notice.
6. To declare the results of the election of the Board.

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 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.
4. To be passed, the Resolutions to elect a member to Life membership must receive votes in their favour from at least two-thirds of those members who being eligible to do so vote in person on the Resolutions at the meeting.
5. Only financial Club members, financial Grange Golf Club members and Life members are eligible to vote on the Ordinary Resolutions 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 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.



- (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

9. 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.
10. 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:

- (b) (a) The payment of \$10,400 honorarium to the President of the Club for services as President of the Club until the next Annual General Meeting, 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 by:

- (a) **inserting** the following new definition into Rule 5 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.

- (b) *inserting the following new Rules 16(g) to (i):*

- (g) *Under the AML/CTF Act the Club:*

- (i) *is a reporting entity;*

- (ii) *provides a designated service to its members and patrons;*

- (iii) *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*



- (iv) *may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.*
- (h) *In Rule 16(g) "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.*
 - (i) *Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:*
 - (i) *its obligations under the AML/CTF Act; and*
 - (ii) *any Liquor or Gaming Policy,*

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 Rules 43 and 44 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

- (c) **deleting** Rule 32(a) and inserting instead the following new Rule 32(a):

- (a) *Any person whose permanent place of residence in New South Wales is not less than such distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.*

- (d) **inserting** after Rule 43 the following new Rule 43A:

43A 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.

- (e) **inserting** the following new Rule 66(b)(vii) and renumbering the existing provisions accordingly:

- (vii) *the use of social media and other forms of electronic communication relating to the Club by members and guests of members;*

- (f) **inserting** after Rule 79 the following new Rule 79A:

79A If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 78:

- (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.*

- (g) **inserting** after Rule 98 the following new Rule 98A:

98A (a) Despite Rule 98, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).

- (b) *A person appointed under Rule 98A(a) who is not a member of the Club is not entitled to vote at the general meeting.*

- (h) **inserting** after Rule 100 the following new Rule 100A:

100A The Chairman:

- (a) *is responsible for the conduct of the general meeting; and*
 - (b) *shall determine the procedures to be adopted and followed at the general 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.*

- (i) **deleting** Rules 111 and 112 and inserting instead the following new Rule 111 and 112:

111. 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 recorded for that member in the register of members kept pursuant to this Constitution; or*
 - (c) *by sending the notice to the electronic address (if any) nominated by the member; or*



(d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice. in accordance with Rule 110A in the case of notices of general meetings.

112. (a) Where a notice is sent to a member in accordance with Rule 111(a) the notice is deemed to be received on the day it is given to the member.

(b) Where a notice is sent by post to a member in accordance with Rule 10911(b), the notice shall be deemed to have been received by the member:

(i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

(c) Where a notice is sent to a member in accordance with Rules 111(c) the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

(d) Where a notice is sent to a member in accordance with Rule 111(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.

(j) **inserting** after Rule 116 the following new Rule 116A:

116A. For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.

(k) 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 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 Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth).
2. Paragraphs (a) and (b) are necessary to ensure that the Club can effectively comply with its legal obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (AML/CTF Act) and related regulatory frameworks.
3. 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.
4. 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 21), which may not be appropriate or practical in such regulatory contexts.
5. 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.



6. Paragraph (c) amends the requirements for Temporary members and reflects recent amendments to the Registered Clubs Act.
7. Paragraphs (d) and (e) 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.
8. Under these new Rules, 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.
9. This amendments are 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.
10. 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.
11. Paragraph (f) Rule 79A ensures that Board decisions are made in the Club's best interests, without personal bias.
12. 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 78:
 - (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.
13. This rule protects the integrity of the Board's decision-making and upholds good governance for the benefit of all members.
14. Paragraph (g) inserts a new Rule allowing the Board to appoint any person (including a non-member) to chair a general meeting of the Club or part of it. If a non-member is appointed, they may preside over the meeting but they have no right to vote. This provides flexibility for the Board to appoint an independent chair where appropriate, while protecting members' voting rights. The Rule reflects section 249U of the Corporations Act.
15. Paragraph (h) inserts a new Rule 100A which confirms that the Chairman is responsible for the proper conduct of general meetings. The Chairman decides the meeting procedures and may refuse admission or require a member to leave if, in the Chairman's opinion, the member is not following reasonable directions or is acting in an offensive or disruptive way. The purpose of the Rule is to ensure meetings are conducted fairly, orderly and respectfully for all members.
16. The Rule is important to:
 - Ensure meetings are run in an orderly and respectful manner;
 - Protect the rights of all members to participate without disruption; and
 - Align the Club's governance with standard meeting practices.
17. Paragraph (i) updates the notice Rule to reflect amendments to the Corporations Act.
18. Paragraph (j) inserts a new Rule confirming that under section 246B of the Corporations Act 2001, the Club can only vary membership rights at a general meeting of members provided that:
 - (a) the change is approved by members at a general meeting by special resolution (at least 75% of votes cast in favour); and
 - (b) the change is made by amending the Club's Constitution.



19. This approach simplifies the process, reduces costs, and ensures that all members vote together on changes affecting membership rights.
20. Paragraph (k) 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.

Procedural matters

21. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
22. To be passed, the Special Resolution requires votes 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 Annual General Meeting.
23. Under the Club's Constitution only Life members and financial Club members are eligible to vote on the Special Resolution.
24. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
25. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.

Dated: 1/10/2025

By direction of the Board



David Hiscox
Chief Executive Officer

