

CASINO GOLF CLUB LIMITED
ACN 000 471 803

**NOTICE OF GENERAL MEETING
AND SPECIAL RESOLUTION**

NOTICE is hereby given of a General Meeting of the **CASINO GOLF CLUB LIMITED** to be held on **2 December 2021** commencing at the hour of **6:30pm** at the premises of the Club, 147 West Street, Casino, New South Wales.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in favour of the Special Resolution at the meeting.
2. The Special Resolution is to be read in conjunction with the headings and notes following each amendment.
3. Only Life members, Male Playing members, Female Playing members, Male Intermediate Playing members, Female Intermediate Playing members, Country Playing members and Corporate Playing members are entitled to vote on the Special Resolution.
4. Under the Registered Clubs Act members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

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

That, with effect from the commencement of the Annual General Meeting of the Club held for 2020/2021 Financial Year, the Constitution of Casino Golf Club Limited (the Club) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Articles and Memorandum of Association.

Notes to Members on the Special Resolution

1. The Special Resolution proposes for members to approve the adoption of new Constitution of the Club.
2. The Club's Constitution is an important document that provides for and underpins the operations, practices and guiding principles of the Club.
3. Following discussions with both Pigott Stinson Lawyers, we were advised that the Club's Articles and Memorandum of Association should be regularly reviewed and updated to ensure compliance with best practice and relevant legislation.
4. As opposed to making a number of piecemeal amendments to the Club's Articles and Memorandum of Association, the Club engaged Pigott Stinson Lawyers to prepare a new constitution which reflected best practice and the relevant legal requirements whilst retaining the existing practices and operations for the Club.

5. Copies of the current and proposed Constitution are available on the Club's website via www.casinogolfclub.com.au and on request via the office.
6. An Explanatory Memorandum is also attached to this notice.
7. The Explanatory Memorandum outlines principal features of the proposed Constitution and its significant variations from the existing Constitution.
8. This Explanatory Memorandum is also intended to assist members with understanding the proposed new Constitution and why it is appropriate to adopt it.

Dated: 30th October 2021

By direction of the Board



Andrew Porter
General Manager

CASINO GOLF CLUB LIMITED
ACN 000 471 803

EXPLANATORY MEMORANDUM FOR PROPOSED NEW CONSTITUTION

At the General Meeting of the Club, members will be asked to consider a Special Resolution to adopt a new Constitution to replace the existing Memorandum and Articles of Association. This follows a review of the current Memorandum and Articles of Association by the Board.

This Explanatory Memorandum is intended to assist members with understanding the proposed new Constitution and why it is appropriate to adopt it.

Copies of the proposed new Constitution and the existing Memorandum and Articles of Association are displayed on the Club's noticeboard and website and they are also available on request from the Club.

A summary of the proposed new Constitution and its principal features is set out below.

Significant changes from the existing Memorandum and Articles are set out in bold. However, the new Constitution also updates references to legislation and makes other drafting changes. Those changes are not in bold.

A central part of the constitutional review was considering the clauses in the current Memorandum and Articles that deal with the composition of the Club's Board of Directors. The new Constitution has significant amendments to the structure and the Board election process. These changes are set out in detail below.

NAME

1. Rule 1 states that the name of the Club is Casino Golf Club Limited.

PRELIMINARY COMPANY MATTERS AND INTERPRETATIONS

2. Rule 2 sets out some preliminary matters which are consistent with the Corporations Act and the Registered Clubs Act. An example is that the Club is a company limited by guarantee and a non-proprietary company, and that the Club is established for the purposes set out in the Constitution. The replaceable rules referred to in the Corporations Act are displaced or modified as provided in the Constitution.

DEFINITIONS

3. Rule 3 sets out definitions and terms used in the proposed new Constitution.

OBJECTS

4. Rule 4 sets out the objects of the Club. The objects of the Club remain unchanged.

LIABILITIES AND GUARANTEE

5. Rule 5.1 provides that the liability of members is limited.
6. Rule 6.1 provides that each member of the Club undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up and the assets of the Club are insufficient to discharge the liabilities. This undertaking continues for a period of 12 months after the person ceases to be a member. This reflects the current Memorandum.

WINDING UP AND MEMBER'S LIABILITY

7. Rules 7.1 and 7.2 of the proposed new Constitution provide that on the winding up of the Club, if any assets remain (after the satisfaction of all debts and liabilities), those assets shall not be distributed among the members but shall be given or transferred to another institution(s) that have objects similar to those of the Club and which prohibit the distribution of their assets to their members to the same extent as the Club. This is a very common winding up clause in club constitutions and it reflects the current Memorandum.

PROPERTY AND INCOME

8. Rule 8.1 provides that the property and income of the Club must be applied solely towards the promotion of the objects of the Club.
9. Rules 8.2 and 8.3 set out specific requirements of the Registered Clubs Act in relation to benefits available to members.

10. Rule 8.4 provides that a director of the Club cannot be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
11. Rule 8.5 provides that the payment in good faith of reasonable and proper remuneration to any officer, employee or to any member of the Club for services actually rendered is not prohibited.
12. Rule 8.6 specifies that a director shall not receive from the Club remuneration or any other benefit in money or monies worth except by way of an honorarium or the reimbursement of reasonable out of pocket expenses.

LIQUOR & GAMING

13. Rules 8 and 9 set out a number of provisions relating to liquor and gaming compliance which are consistent with the Gaming Machines Act, the Liquor Act and Registered Clubs Act.

ORIGINAL SUBSCRIBERS

14. Rule 10 provides a list of the names, addresses and occupations of the original subscribers to the Club. The Club has retained this list of original subscribers from the Memorandum to acknowledge the contribution of these members in establishing the Club.

MEMBERSHIP

15. Rule 11.1 states that no person under the age of eighteen (18) years is to be admitted as a member of the Club except as a Junior member.
16. **As part of the overall review of the Constitution, the Board has reviewed the membership structure and categories of the Club. Rule 11.2 provides that the Full membership of the Club shall be divided into the following categories:**
 - (a) **Playing members;**
 - (b) **Intermediate Playing members;**
 - (c) **Social Playing Members;**
 - (d) **Social members;**
 - (e) **Corporate Playing members;**
 - (f) **Life members;**
 - (g) **Junior members, which shall be further divided into the following sub-categories of Junior membership;**
 - (i) **Junior members; and**
 - (ii) **Sub-Junior members.**

PLAYING MEMBERS

17. **Male Playing and Female Playing members are now in the category of Playing membership.** The rights of these categories remain unchanged, the only change relates to the non-gender specific name of the category.

INTERMEDIATE PLAYING MEMBERS

18. **Male Intermediate Playing members and Female Intermediate Playing members are now in the category of Intermediate Playing membership.** The rights of these categories remain unchanged, the only change relates to the non-gender specific name of the category.

SOCIAL PLAYING MEMBERS

19. **The category of Country Playing membership has been deleted as it was no longer required. Social Playing members is a new category of membership that will cater for the demand that was previously served by Country Playing membership.**
20. **Rule 11.11 provides that Social Playing members are entitled to attend and vote at general meetings (including Annual General Meetings) of the Club (but not to vote on a Special Resolution to amend the Constitution unless the member is also a director of the Club); subject to Rule 28.5, nominate for and be elected to hold office on the Board (this is discussed in detail below); vote in the election of the Board; propose, second, or nominate any eligible member for any office of the Club; and propose, second or nominate any eligible member for Life membership and to introduce guests to the Club.**
21. Rules 11.16 and 11.17 provide the category of Corporate Playing membership, which remains unchanged.

SOCIAL MEMBERS

22. **Rule 11.14 provides additional rights to Social members. Social members are now entitled to attend and vote at general meetings (including Annual General Meetings) of the Club; subject to Rule 28.5, nominate for and be elected to hold office on the Board (this is discussed in detail below); vote in the election of the Board; propose, second,**

or nominate any eligible member for any office of the Club; and propose, second or nominate any eligible member for Life membership and to introduce guests to the Club.

LIFE MEMBERS

23. **Rule 11.20 provides that candidates for Life membership are required to be proposed by one and seconded by a Life member or a Playing member or a Social member, and must be submitted to the Board for approval. Under the existing Memorandum, the Board did not need to approve a Life membership nomination.** The other eligibility criteria for Life membership remains unchanged (for example, requiring a two-thirds majority of members to approve the nomination in a general meeting).

JUNIOR MEMBERS

24. **Rules 11.26 to 11.30 provide that Male Junior members and Female Junior members are now in the category of Junior membership. Male Sub-Junior members and Female Sub-Junior members are now in the category of Sub-Junior membership.** The rights of these categories remain unchanged, the only change relates to the non-gender specific name of the categories. Cadet membership also remains unchanged.

TRANSFER BETWEEN DIFFERENT CLASSES OF MEMBERSHIP

25. Rule 12 deals with the transfer of a member to another class of membership upon that member's request. The rules are consistent with the existing Memorandum and the requirements of the Registered Clubs Act.

HONORARY, TEMPORARY AND PROVISIONAL MEMBERS

26. Rules 13, 14 and 15 deal with Provisional, Honorary and Temporary membership respectively. All these rules are consistent with the requirements of the Registered Clubs Act for those categories of membership.

ELECTION OF MEMBERS

27. Rule 16 sets out the procedure to be followed in respect of applying for and being admitted to membership of the Club. The Rule is consistent with the existing Memorandum except for the inclusion of the new Rule 16.13 which provides that a candidate for membership who has their application for membership rejected by the Board (unless such rejection was based on false information supplied to the Board), shall not be able to lodge a further nomination for membership within the period of 12 months from the date that their application for membership was rejected.

JOINING FEES, SUBSCRIPTIONS AND LEVIES

28. Rule 17 deals with joining fees, subscriptions and levies in a manner which is consistent with the Registered Clubs Act and the existing practices of the Club. It also updates a number of procedural rules to streamline membership payments and renewals.

NON-FINANCIAL MEMBERS

29. Rule 18 clarifies that non-financial members cease to be entitled to all of the rights and privileges of membership whilst they are an unfinancial member of the Club.

REGISTERS OF MEMBERS AND GUESTS

30. Rule 19 sets out the various members' and guests' registers that the Club must maintain under the Corporations Act and Registered Clubs Act.

NOTIFICATION OF CHANGE OF CONTACT DETAILS

31. Rule 20 requires members to advise the Club of any change in their contact details within seven (7) days.

DISCIPLINARY PROCEEDINGS

32. Rule 21 deals with powers of the Board to discipline members. The provisions generally reflect the existing Constitution but have been updated to clarify that the Board may adjourn the meeting at any time.
33. **Rule 22 allows the Board to delegate its disciplinary powers to a disciplinary committee comprising three (3) directors.**
34. Rule 23 clarifies that a suspended member is not entitled to the rights and privileges of membership during their period of suspension.
35. Rule 24 deals with the power given to the Secretary and employees of the Club under the Liquor Act to remove persons from the Club's premises and to prevent them from returning to the Club. These powers are no wider than those given under the Liquor Act.

36. Rule 25 deals with the procedure for a member to resign from the Club.

GUESTS

37. Rule 26 deals with guests of members and it reflects the provisions of the Registered Clubs Act and the Liquor Act.

PATRONS

38. Rule 27 states that the Club can appoint a Patron at a general meeting of the Club.

BOARD OF DIRECTORS

39. **Rule 28.1(a) provides that the Board shall consist of seven (7) directors comprising a Chairperson, Deputy Chairperson, a Club Captain and four (4) Ordinary Directors. This differs from the composition of the Board under the existing memorandum, which provided that the Board would consist of nine (9) directors comprising of a President, Vice President, Treasurer, Captain, Vice-Captain and four (4) Ordinary Directors.**
40. **Rules 28.1(b) to (e) inclusive refer to the two directors who can be appointed by the Board under special provisions of the *Registered Clubs Act* and *Regulations*. Any director so appointed will be in addition to the seven (7) elected positions.**

BIENNIAL ELECTION OF THE BOARD

41. **Rule 28.2 provides that the entire Board is elected biennially for a two year term.**
42. **If the special Resolution is passed, the biennial elections will take effect from the Annual General Meeting in 2022 and the directors elected to office at the Annual General Meeting in 2022 will be the first directors elected for two year terms.**

Why does the Board recommend the introduction of the two year terms?

43. Biennial elections provides for continuity and greater stability on the Board while still allowing for the membership to elect the Board at every second Annual General Meeting.
44. The laws relating to registered clubs are becoming far more complex. The Club operates under the provisions of the *Corporations Act*, *Registered Clubs Act*, *Liquor Act*, *Gaming Machines Act* and their associated regulations as well as many other laws. It is becoming increasingly difficult for a director to acquire the requisite knowledge without guidance from more experienced directors and from educational programs.
45. Having two year terms for directors also provides the opportunity to pass valuable knowledge between directors. The Club invests considerable time and resources in training Club directors. Accordingly, biennial terms would allow Club directors to continue to professionally develop and in turn offer their expertise to the Club over a two (2) year term.

Eligibility

46. **Rule 28.3 provides that Playing members and Social members can nominate for and be elected to the Board if they have been financial members for at least 12 months in the period immediately prior to the biennial election. This is an amendment to the existing Memorandum, which provides that only Life members and Playing members are entitled to stand for election to the Board.**
47. **However, Rule 28.5 further provides that a maximum of three (3) Social members may hold positions on the Board at any one time.**
48. Rule 28.6 sets out certain circumstances in which members are ineligible to stand for or be elected or appointed to the Board, including if the member is an employee of the Club or was an employee of the Club whose employment was terminated for misconduct, or has been suspended from the Club for a period exceeding three (3) months in the last five (5) years prior to the biennial election.
49. Rule 28.7 provides that the Chairperson, the Deputy Chairperson and the Club Captain will form the Executive and they will act in such manner and on such matters as the Board may from time to time direct.
50. Rule 28.8 provides that any person who is elected or appointed to the Board must complete mandatory training requirements for directors as prescribed by the Regulations made under the Registered Clubs Act (unless exempted).

ELECTION OF BOARD

51. Rule 29 deals with the election of the Board. The rules in relation to the election of the Board have been generally updated to give the Club greater flexibility in conducting elections and to allow the possibility of electronic voting.
52. **Rule 29.1(h) provides that if the full number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and the remaining positions not so filled will be casual vacancies. This deviates from the Memorandum, which allowed for further nominations for the remaining positions to be made from the floor of the general meeting.**

53. **The candidates who nominate for the election of the Board will no longer nominate for specific Board positions. Rather, candidates will simply nominate for election to the Board and following the conclusion of each Biennial General Meeting, the Board will elect from their number the Executive Positions of the Board, being the Chairperson, the Deputy Chairperson and the Club Captain.**
54. **Rule 29.4 provides that Board members who are Intermediate Playing members, Social Playing members or Social members are not eligible to hold the positions of Chairperson, Deputy Chairperson or Club Captain.**

POWERS OF THE BOARD

55. Rule 30 deals with the Board's powers. The powers of the Board remain the same, with some minor amendments to reflect updated legislation.

PROCEEDINGS OF THE BOARD

56. Rule 31 deals with proceedings of the Board. The provisions reflect the existing Constitution and the requirements of the Corporations Act but have been updated to reflect current practices.
57. For example, Rule 31.5 provides that the Board must meet upon the request of two (2) directors, whilst the Memorandum provided that the Board must meet upon the request of three (3) directors.

MATERIAL PERSONAL INTERESTS OF DIRECTORS AND REGISTERED CLUBS ACCOUNTABILITY CODE

58. Rules 32, 33 and 34 deal with the Club's accountability and corporate governance requirements under the Corporations Act and Registered Clubs Act. The Rules are consistent with the applicable legislation.

REMOVAL FROM OFFICE OF DIRECTORS

59. Rule 35 provides that the members in general meeting may by ordinary resolution remove any director, or the whole Board, before the expiration of their period of office and appoint another person or persons in their place. This is consistent with the Corporations Act and the existing Memorandum.

VACANCIES ON THE BOARD

60. Rule 36 clarifies how a casual vacancy on the Board arises.
61. Rule 36.3 states that the Board has the power to fill a casual vacancy. Any person appointed to fill a casual vacancy will hold office only until the next General Meeting.

GENERAL MEETINGS

62. Rule 37 deals with various matters regarding general meetings (and Annual General Meetings of the Club) and they reflect the Corporations Act, the existing Constitution and the existing practice of the Club.

MEMBERS' RESOLUTIONS AND STATEMENTS

63. Rule 38 deals with members resolutions and statements and reflect the requirements of the Corporations Act.

MINUTES

64. Rule 39 provides that minutes of all resolutions and proceedings at general meetings must be entered in a minute book within one month of the meeting and signed by the chairperson of that meeting or the chairperson of the next succeeding meeting.

FINANCIAL RECORDS, FINANCIAL ACCOUNTS AND REPORTING TO MEMBERS

65. Rule 40 deals with the financial records, financial accounts and reporting to members and is consistent with the Corporations Act and Registered Clubs Act.

FINANCIAL YEAR

66. Rule 41 provides that the financial year of the Club shall commence on the first day of July in each year and will end on the last day of June in the following year. This remains unchanged.

AUDITOR

67. Rule 42 requires the Club to appoint an auditor. The auditor holds office until removed by the members in general meeting or resigns from office or dies. This is a requirement of the Corporations Act.

SECRETARY

68. Rule 43 requires the Board to appoint one (and only one) Secretary who will be the Secretary Manager of the Club for the purposes of the Registered Clubs Act and the Corporations Act.

EXECUTION OF DOCUMENTS

69. Rule 44 deals with execution of documents by the Club and it is consistent with the Corporations Act.

NOTICES

70. Rule 45 deals with the requirements of giving notice to members and it reflects the requirements of the Corporations Act.
71. **However, the provisions have been updated to allow for the use of electronic means to notify members of general meetings and Annual General Meetings.** This is permitted by the Corporations Act.

INDEMNIFICATION OF OFFICERS

72. Rule 46 deals with the insurance and indemnification of the officers and auditors of the Club in accordance with the Corporations Act.

INTERPRETATION

73. Rule 47 provides a decision of the Board on the construction or interpretation of the Constitution or any Rule, or any policy of the Club made pursuant to this Constitution, shall be conclusive and binding on all members of the Club. This reflects the current Memorandum.

AMENDMENTS TO CONSTITUTION

74. Rule 48 provides that the Constitution can only be amended by way of Special Resolution passed at a general meeting of members.
75. **Rule 48 provides that the following members are entitled to vote on a Special Resolution to amend the Constitution:**
- (a) Playing members;**
 - (b) Intermediate Playing Members who are directors of the Club;**
 - (c) Social Playing members who are directors of the Club; and**
 - (d) Social members who are directors of the Club.**
76. Allowing Intermediate Playing members, Social Playing members and Social members who are also directors of the Club to vote on a Special Resolution to amend the Constitution is a change from the Memorandum, which provided that only

It is hoped that this summary will provide members with sufficient background and information to enable them to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In these circumstances, they are invited to raise their questions with the Clubs General Manager.

The Board of the Club considers the proposed new Constitution as being a significant improvement on the existing Memorandum and Articles and recommend that members vote in favour of the Special Resolution. To be passed the Special Resolution will need votes from not less than three-quarters (75%) of those members who being eligible to do so vote in person at the meeting.