

Mudgee Soldiers Club Limited

ABN: 99 001 044 677

99 Mortimer Street, Mudgee NSW 2850

Phone: (02) 6372 1922 • Fax: (02) 6372 4037

TRADING AS
**CLUB
MUDGEE**
THE MUDGEE SOLDIERS CLUB LIMITED
Your Club Your Community

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Club will be held in the Mudgee Soldier's Club Auditorium, 99 Mortimer Street Mudgee, on Sunday 29th May, 2022 commencing at 10am.



Mark Willis
Acting Chief Executive Officer

AGENDA.

1. Apologies;
2. Declaration of the poll for election of Directors;
3. To confirm the minutes of the Annual General Meeting held on Sunday the 23rd May 2021;
4. To receive and consider the reports and declarations of the Directors and Auditors for the year ended 31st December 2021; (refer to the 2021 Annual Report available on the Club's Website)
5. To receive and consider the Concise Financial Statements as at 31st December, 2021 for the year ended on that date; (refer to the 2021 Annual Report available on the Club's Website)
6. To consider and vote upon the Ordinary Resolutions as set out on pages 2 to 3;
7. To consider and vote upon the Special Resolutions as set out on pages 3 to 9;
8. To deal with any other business of which due notice has been given;
9. To deal with any other general business that the meeting may approve of for which due notice has not been given;
10. To consider any nominations for Life Membership;
11. *Due Notice:* Members are requested to advise the Acting Chief Executive Officer, in writing, 7 days prior to the date of the Annual General Meeting, of any questions relating to General Business or the financial statements on which further information may be required. Such information which relates to finance, if obtainable, will be extracted from the financial records and be available at the Annual General Meeting.

Dated: 15th March 2021, by direction of the Board



Mark Willis
Acting Chief Executive Officer

To view the 2021 Annual Report, go to the Club's Website:
www.clubmudgee.com.au click on the 'Your Club' tab, then click on the 'Annual Report' tab.

NOTICE OF ORDINARY RESOLUTIONS FOR THE ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **MUDGEES SOLDIERS' CLUB LIMITED** to be held on Sunday 29th May 2022 commencing at 10.00am at the premises of the Club, 99 Mortimer Street, Mudgee, New South Wales, the members will be asked to consider and if thought fit pass the Ordinary Resolutions set out below:

ORDINARY RESOLUTIONS

Procedural Matters for each of the Ordinary Resolutions

1. To be passed, an Ordinary Resolution must receive votes from not less than a majority of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
 2. The Registered Clubs Act provides that:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
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FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- a) The members hereby approve and agree to the expenditure by the Club to a sum not exceeding \$40,000.00 for the professional development and education of directors until the next Annual General Meeting and being;
 - (i) The reasonable costs (including travel and accommodation expenses) of Directors attending meetings, conferences and trade shows conducted by Clubs NSW, the Club Managers Association the RSL & Services Club's Association and such other conferences and trade shows as determined by the board from time to time.
 - (ii) The reasonable cost of Directors attending other registered clubs for the purpose of attending CDI meetings, viewing and assessing club facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
 - (iii) The reasonable costs of Directors travelling overseas for the purpose of attending conferences, seminars and assessing and viewing overseas facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
 - b) The members hereby approve and agree to the expenditure by the Club to a sum not exceeding \$15,000.00 for the following expenses of directors until the next Annual General Meeting, subject to the approval of the Board of Directors and being;
 - (i) Presentation to the members or other persons acknowledging services deemed by the Board of Directors as being of benefit of the Club.
 - (ii) Reasonable expenses incurred by Directors in travelling by their private or public transport, to and from Directors or other duly constituted committee meetings, either within the Club or elsewhere, as approved by the Board of Directors, on production of documentary evidence of such expenditure.
 - (iii) The cost of a meal and beverage for each Director at a reasonable time before or after a Board or Committee Meeting on the day of the meeting.
 - (v) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such duties including entertainment of guests at the Club and promotional activities approved by the Board on production of documentary evidence of such expenditure.
 - (vi) Reasonable expenditure on food and refreshments for Directors in entertaining guests of the Club in the Club's catering departments on production of invoices, receipts or other proper documentary evidence of such expenditure and such expenditure is approved by the Board of Directors at the next Board Meeting as being properly incurred in the course of that Directors duties in relation to the Club and as being reasonable.
 - (vii) Reasonable expenditure of the provision of Mudgee Soldiers' Club Blazer associated uniform and apparel of each Director for the use of Club Directors when representing the Club.
 - (viii) The reasonable cost of attendance of Directors and their partners at Club shows or Club functions as required, when representing the Club.
 - (ix) 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.
 - (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.
 - c) The members acknowledge that the benefits in paragraphs (a) and (b) above are not available to members generally but only for those who are Directors of the Club.
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Notes to Members on First Ordinary Resolutions

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.

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) an electronic device (laptop, iPad or similar device) and internet access being made available to directors in respect of their duties as directors.
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SECOND ORDINARY RESOLUTION

The members hereby approve that the Board of Directors is empowered to pay such premiums as may be necessary to insure Directors and Officers against liability arising from duties performed from time to time.

Notes to Members on the Second Ordinary Resolutions

The Second ordinary Resolution is to have members approve the Club taking out and paying the premium on appropriate Directors and Officers insurance.

THIRD ORDINARY RESOLUTION

That pursuant to the Registered Club's Act:

- a) The members hereby approve the following honoraria
 - the President \$1,713
 - the Vice President \$1,308
 - the Junior Vice President \$1,308
 - the four (4) Ordinary Directors (\$824 for each director being a total of \$3,296)
 - or such higher amounts as the members may approve at the Annual General Meeting.
 - b) The members acknowledge that the benefits in paragraphs (a) above are not available to members generally but only for those who are Directors of the Club.
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Notes to Members on the Third Ordinary Resolutions

The Third ordinary Resolution is to have members approve honorariums for the directors.

FOURTH ORDINARY RESOLUTION

The members hereby approve \$5,200.00 be provided in the Welfare Fund for 2019 for the purpose of providing relief to ex-service persons the widows and children of deceased members in accordance with Rule 3(t) of the Memorandum of Association of the Mudgee Soldiers' Club Limited.

Notes to Members on the Fourth Ordinary Resolutions

The Fourth Ordinary resolution is to have members approve a payment of \$5,200 to the Club's Welfare Fund.

SPECIAL RESOLUTIONS

Procedural Matters for each of the Special Resolutions

1. To be passed each 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, financial Ordinary members and financial Associate members are eligible to vote on the Special Resolutions.
 3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
 4. Amendments to any of the Special Resolutions (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.
 5. The Board of the Club recommends the Special Resolutions to members.
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FIRST SPECIAL RESOLUTION

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

That the Constitution of The Mudgee Soldiers' Club Limited be amended by:

- (a) **inserting** the following new definitions into existing Rule 1(a) in alphabetical order;

“Financial member” means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any such payments are required).

"Non Financial member" means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

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

(b) **deleting** existing Rule 2 and **inserting** the following new Rule 2:

"Deleted".

(c) **deleting** existing Rule 12(c)(ii) and **inserting** the following new Rule 12(c)(ii):

"(ii) pay a subscription as determined by the Board from time to time and shall entitle that member to membership of the Club for a period of two (2) months only."

(d) **deleting** existing Rule 16(a)(iii) and **inserting** the following new Rule 16(a)(iii):

"(iii) any person who produces evidence that he or she is a current or former member of the Australian Defence Force (as defined in the Registered Clubs Act)."

(e) **inserting** the following sentence into the beginning of existing Rule 17 "Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body,"

(f) **inserting** the following new Rule 17(f) and renumbering the remaining sub-rules of Rule 17 accordingly:

"(f) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 29(b) on the first day that they enter the Club's premises during that period."

(g) **inserting** into the new Rule 17(i) after the words "then on duty may" the words "refuse a person admission to the Club as a Temporary member and/or".

(h) **inserting** into existing Rule 18 after the words "referred to in the nomination form" the words "(if any)".

(i) **deleting** from existing Rule 19 the words "within eight (8) weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner)".

(j) **deleting** the word "shall" and **inserting** instead the word "may" from the first line of existing Rule 20.

(k) **inserting** the following new Rule 20(a):

"(a) The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member 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."

(l) **deleting** from existing Rule 23(a) the word "occupation".

(m) **inserting** into existing Rule 23(a) after the words "full name, address" the words "email address, mobile number".

(n) **deleting** existing Rule 23(b) and **inserting** the following new Rule 23(b):

"(b) The application form together with the first annual subscription (if any) and joining fee (if any) shall be deposited at the office and the Secretary shall cause the full name and such other particulars as may be required by the Registered Clubs Act of the candidate to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the application form of a person for election and the election of that person to membership of the Club."

(o) **deleting** existing Rule 25 and **inserting** the following new Rule 25:

"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."

(p) **inserting** into existing Rule 26(b) after the words "of February each year" the words "and/or has failed to renew their membership by the due date".

(q) **deleting** the first sentence of existing Rule 27 and **inserting** the following new first sentence of new Rule 27:

"Notwithstanding any Rule contained in this Constitution, a Non Financial member shall not be entitled to:"

(r) **deleting** existing Rule 28 and **inserting** the following new Rule 28:

"28 Every member must advise the Secretary of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details."

(s) **deleting** existing Rule 29(a) and **inserting** the following new Rule 29(a):

"(a) A register of persons who are Full members of the Club. This register shall set forth the name in full and address of each Full member, the date of birth and the date of being first elected to membership of the Club and for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (if the member belongs to a class of membership that is required to pay a subscription fee)."

(t) **deleting** existing Rule 31 and **inserting** the following new sub-headings and Rules 31 to 37 inclusive:

"31. DISCIPLINARY PROCEEDINGS

- (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of:
 - (1) any charge against the member pursuant to this Rule;
 - (2) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
 - (3) the date time and place of the meeting of the Board at which the charge is to be heard.
 - (4) The member charged shall be notified of the matters in paragraph (i) of this Rule 31(a) by notice in writing at least seven (7) days before the meeting of the Board at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
 - (ii) The member charged shall be entitled to:
 - (1) attend the hearing for the purpose of answering the charge and;
 - (2) submit to the meeting written representations for the purpose of answering the charge.
 - (3) call any witnesses provided that:
 - (A) 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
 - (B) 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).
 - (iii) 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.
 - (iv) If the member charged does not comply with the warning given in accordance with paragraph (iii) of this Rule 31(a), 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.
 - (v) If the member fails to attend such meeting the charge or complaint 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.
 - (vi) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a simple majority of the members of the Board present in person vote in favour of such motion.
 - (vii) After the Board has considered all the evidence put before it, the Board may:
 - (1) Immediately come to a decision as to the member's guilt in relation to the charge; or
 - (2) 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.
 - (viii) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (1) In the case of a decision under Rule (vii)(1) of this Rule 31(a), immediately inform the member of the Board's decision; or
 - (2) In the case of a decision under Rule (vii)(2) of this Rule 31(a), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
 - (ix) 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 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:
 - (1) At the meeting or afterwards; and
 - (2) by way of verbal or written submissions or a combination thereof
 - (x) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
 - (xi) 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.
 - (xii) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 31.
 - (xiii) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in

considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.

- (b) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 31(a) is not strictly complied with provided that there was no substantive injustice for the member charged.
- (c) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (i) of paragraph (a) of this Rule 31, the Board or the Secretary Manager shall have 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.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 32. 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.
- 33. In respect of any suspension pursuant to Rule 32, the requirements of Rule 31 shall not apply.
- 34. If the Secretary (or his or her delegate) exercises the power pursuant to Rule 32, 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 31(a).
- 35. If a member submits a request under Rule 34(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 31(a).
- 36. 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).
- 37. Rules 32 to 36 apply to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 37B of this Constitution and the powers contained in section 77 of the Liquor Act.”
- (u) **inserting** into new Rule 37B(a)(vi) after the words “the Secretary” the words “or an employee exercising this power”.
- (v) **inserting** into new Rule 42(d)(ii) after the words “an indictable offence” the words “(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)”.
- (w) **inserting** into new Rule 42(d)(v) after the words “employee of the Club” the words “during the two years immediately preceding the proposed date of election or appointment to the Board;”
- (x) **inserting** into new Rule 42(d)(vii) after the words “financial member of the Club” the words “for at least two years immediately preceding the proposed date of election or appointment to the Board.”
- (y) **inserting** the following new Rules 42(d)(vii) to (xiii) inclusive:
 - “(viii) is disqualified 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.
 - (ix) Is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health.
 - (x) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor.
 - (xi) 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.
 - (xii) 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).
 - (xiii) is a director of another registered club.”
- (z) **inserting** the following new Rule 42(e) and renumbering the remaining sub-rules of new Rule 42 accordingly:
 - “(e) 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 on the proposed date of election or appointment to the Board.”
- (aa) **inserting** from new Rule 43(a) the words “for the purposes of Rule 2(a)”.
- (bb) **inserting** the following new sub-rules of new Rule 43(c)(iv) and (v) and renumbering the remaining sub-rules of new Rule 43(c) accordingly:
 - “(iv) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
 - (v) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.”
- (cc) **inserting** the following new Rule 44A:

"44A. The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 43 is not strictly complied with provided there is no substantive injustice for any candidates."

(dd) **inserting** the following new Rule 46(o):

"(o) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club."

(ee) **deleting** new Rule 47(a) and **inserting** the following new Rule 47(a):

"(a) The Board may meet together in person and/or by 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;

(ff) **deleting** from new Rule 48 the word "personally".

(gg) **inserting** into new Rule 48 after the words "four (4) directors present" the words "in person and/or by electronic means".

(hh) **inserting** the following new Rule 54 and renumbering the remaining Rules of the Constitution accordingly:

"54. In addition to Rule 53, 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."

(ii) **deleting** new Rule 59(d) and **inserting** the following new Rule 59(d):

"(d) If he or she is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence".

(jj) **deleting** from new Rule 59(e) the words "given to the Secretary".

(kk) **inserting** the following new Rules 59(k) to (q) inclusive:

"(k) was not eligible to stand for or be elected or appointed to the Board.

(l) ceases to hold the necessary qualifications to be elected or appointed to the Board.

(m) is convicted of an indictable offence.

(n) is not a Financial member of the Club.

(o) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.

(p) Is removed from office as a director in accordance with the Act and this Constitution.

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

(ll) **deleting** from new Rule 60 the words "shall have the power at any time and from time to time, to" and inserting the word "may".

(mm) **inserting** the following new Rule 77 and renumbering the remaining Rules of the Constitution accordingly:

"77. The chairperson:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the 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."

(nn) **deleting** from new Rule 87(c) the words "facsimile number or".

(oo) **inserting** the following new Rule 87(d):

"(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.."

(pp) **deleting** new Rule 88 and **inserting** the following new Rule 88:

"88. (a) Where a notice is sent to a member in accordance with Rule 87(a), the notice is deemed to be received on the day it is given to the member.

(b) Where a notice is sent to a member in accordance with Rules 87(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.

(c) Where a notice is sent to a member in accordance with Rule 87(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."

(qq) **inserting** the following new sub-heading and Rules 93 and 94:

"MEETINGS AND VOTING

93. 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.
94. If there is any inconsistency between Rule 94 and any other provision of this Constitution, Rule 94 shall prevail to the extent of that inconsistency.”
- (rr) *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 First Special Resolution

1. *The First Special Resolution proposes a series of amendments to the Club’s Constitution to bring it into line with best practice and the Corporations Act, Liquor Act and Registered Clubs Act.*
2. **Paragraphs (a) and (b)** *insert new and amend existing definitions used in the Club’s Constitution.*
3. **Paragraphs (c), (h), (i), (l), (m), (n), (o) and (p)** *amend existing provisions relating to applications for membership and the payment of membership subscriptions to bring the Constitution into line with best practice and the requirements of the Registered Clubs Act.*
4. **Paragraph (d)** *clarifies that a member of the Australian Defence Force is entitled to Honorary membership of the Club in accordance with the requirements of the Registered Clubs Act.*
5. **Paragraphs (e), (f) and (g)** *clarify the rules relating to Temporary membership to align them with the requirements of the Registered Clubs Act. Paragraph (g) also provides that a Temporary member (i.e., a guest of the Club) can be refused admission to or turned out of the Club at any time by the Secretary, at their discretion.*
6. **Paragraphs (j) and (k)** *amend existing provisions relating to Provisional membership to bring the Constitution into line with the Registered Clubs Act and clarifies that Provisional membership can be cancelled at any time by the Secretary, at their discretion.*
7. **Paragraph (q)** *clarifies that Non Financial members are not entitled to enjoy the privileges of membership until any subscriptions or other amounts due to the Club have been paid.*
8. **Paragraph (r)** *clarifies that members must notify the Club of any changes to their contact details.*
9. **Paragraph (s)** *updates the Rules relating to the Club’s obligation to keep registers of members to align with the requirements of the Registered Clubs Act.*
10. **Paragraph (t)** *amends existing provisions relating to disciplinary matters to bring the Constitution into line with best practice. Paragraph (t) also provides that if the Club’s procedure for disciplinary proceedings is not strictly complied with, the proceedings are not invalidated or voided simply due to any slight non-compliance.*
11. **Paragraph (u)** *clarifies that if the senior employee, then on duty suspects a patron of having in their possession a prohibited drug, the senior employee can remove that person from the premises of the Club.*
12. **Paragraphs (v), (w), (x), (y) and (z)** *update existing and provide additional Rules relating to the eligibility of members to nominate for or be appointed to the Board to align with best practice. For example, if a member has been disqualified from managing a company under the Corporations Act, that member will not be eligible to nominate for or be elected to the Board of the Club.*
13. **Paragraph (aa)** *removes a redundant cross reference.*
14. **Paragraphs (bb) and (cc)** *update the Rules that set out the Board election process. The Rules clarify that the candidates for election to the Board are responsible for correctly completing their nomination forms and also provides that the results of the election of the Board shall not be invalidated or voided if the election procedure is not strictly complied with provided there is no substantive injustice for any candidates.*
15. **Paragraph (dd)** *clarifies that the Board has the power to issue requests and directions to members of the Club that may be reasonably required for the proper conduct and management of the Club.*
16. **Paragraphs (ee), (ff), (gg) and (hh)** *amend existing provisions relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur.*
17. **Paragraphs (ii), (jj) and (kk)** *insert new and amend existing Rules relating to the circumstances in which a director will vacate their office to bring the Constitution into line with best practice.*
18. **Paragraph (ll)** *clarifies that the Board has the power to fill casual vacancies that may arise in the positions on the Board from time to time.*
19. **Paragraph (mm)** *inserts a new Rule that clarifies that the chairperson is responsible for the general conduct of general meetings to bring the Constitution into line with best practice and the Corporations Act.*
20. **Paragraphs (nn), (oo) and (pp)** *amend existing provisions and insert new Rules relating to the sending of notices to members electronically to bring the Constitution into line with the Corporations Act and Registered Clubs Act.*
21. **Paragraph (qq)** *inserts new provisions relating to general meetings, voting and meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act.*
22. **Paragraph (rr)** *permits any necessary amendments to be made to address any anomaly in Rule numbering and cross*

referencing throughout the Constitution.

23. Members may notice that the order of Rule numbering in the proposed First Special Resolution may not correspond with Rules in the amended Constitution.
- (a) This is due to the addition of new Rules (Rules that do not exist in the current Constitution).
 - (b) Where the proposed Special Resolution refers to an "existing Rule" that is a reference to an existing Rule number.
 - (c) Where the Special Resolution simply refers to the addition of a "new Rule" that is a reference to the new Rule number attributable to that Rule should the First Special Resolution be adopted.
 - (d) In order to address any anomaly in Rule numbering and cross referencing, the final part of the First Special Resolution permits amendment to address such issues.
24. This Explanatory Notes to Members is not to be taken in any way as affecting the wording of the proposed amendments to the Constitution but is provided to inform members of what is proposed and to draw attention to the reasons behind the proposed amendments.

SECOND SPECIAL RESOLUTION

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

That the Constitution of The Mudgee Soldiers' Club Limited be amended by:

- (a) **inserting** into existing Rule 10 after the words "Life member," the words "Staff member,".
- (b) **inserting** the following new Rule 12(d):
 - "(d) Staff members:
 - (i) Staff members shall be persons who are over the age of eighteen (18) years and are employed by the Club.
 - (ii) Any person who is employed by the Club and who is also a member of the Club as at the date of the approval of the special resolution adopting this Rule 12(d) shall, as and from that date, be transferred to the category of Staff member. Any person who is employed by the Club from the date of the approval of the said special resolution shall only be eligible to become a Staff member of the Club.
 - (iii) A person shall cease to be a Staff member on the cessation of his or her employment with the Club.
 - (iv) Staff members shall only be entitled to the social advantages of the Club and to introduce guests to the Club but will have no other rights and in particular shall not be entitled to attend or vote at any meeting of the Club nor any meeting of the Board of the Club nor shall they be eligible to hold office as a Director of the Club."

NOTES TO MEMBERS ON THE SECOND SPECIAL RESOLUTION

If passed, the Second Special Resolution will introduce the category of Staff membership into the Club's Constitution.

Currently, employees of the Club are able to join the Club as an Ordinary member. However, under the Registered Clubs Act, the Club's employees are restricted from being able to attend and vote at meetings of the Club and also from being able to be elected as a director of the Club.

The Board considers it is in the Club's best interests to create a separate class of membership for members who are also employees of the Club, noting the restrictions of the Registered Clubs Act for that category of membership. For the avoidance of doubt, the category of Staff membership will not be open to the general public and will only be available for current employees of the Club.

Dated: 15th March 2022, by direction of the Board



Mark Willis
Acting Chief Executive Officer

Postal Voting

A By-Law was introduced in 2019 in relation to Board Election Postal Voting.

Members may request a postal vote by applying to the Returning Officer for a postal voting package. The package will include a reply-paid envelope for postal votes to be returned in.

If you would like to request a postal vote, please email your request to the Returning Officer, Brad Farr, at bfarr@austelect.com. All requests must be received by the Returning Officer by no later than 5pm on Friday 29th April 2022.

All completed postal votes must be received by the Returning Officer by no later than 5pm on Friday 20th May 2022.

Nominations for Directorship

Information relating to Nominations for Directorship is now available to view on the Member's Notice Board.

DISCLOSURE.

Annual Reporting Requirements.

Amendments to the Corporations Act have changed the obligations of clubs regarding the provision of providing annual reports to members. These changes were basically put in place to simplify reporting requirements, ensuring members have easy access to reports, reducing the annual reporting costs and reducing the environmental impact by eliminating the need for paper-based reporting.

As a result of this legislation the Club will now post a copy of its Annual Report on the Club's website each year. You will be able to access the Club's Annual Report for 2021 on the Club's website at the following address: www.clubmudgee.com.au - click on the 'Your Club' tab, then click on the 'Annual Report' tab.

Election for Paper Annual Report.

If you wish to continue to receive a paper copy of the Club's Annual Report, please complete and return this election form. Otherwise you have elected to access reports electronically.

(tick or cross) Please continue to send a paper copy of the Annual Report to my address.

Name: **Membership No:**

Postal Address:
.....
.....

Yours faithfully


Mark Willis
Acting Chief Executive Officer