



ACN 000 196 832
121-133 Prairie Vale Rd, Bossley Park, NSW 2176
P 02 9822 3333 F 02 9822 3399
www.clubmarconi.com.au

ANNUAL FINANCIAL REPORT 30 JUNE 2018
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited ACN 000 196 832 (Club) will be held in the Colosseo Room at the Club's premises at 121-133 Prairie Vale Rd, Bossley Park at **10:00am on Sunday, 28 October 2018.**

BUSINESS

1. To confirm the minutes of the previous Annual General Meeting held on Sunday, 29 October 2017.
2. To consider, and if thought fit, to pass the resolutions under rule 27 of the Club's Constitution conferring Honorary Life Membership on members nominated by the Board. These resolutions are set out under the heading "Honorary Life Membership Resolutions."
3. To consider and, if thought fit, to pass the Ordinary Resolutions set out under the heading "Ordinary Resolutions".
4. To consider and, if thought fit, to pass the Special Resolutions to amend the Club's Constitution set out under the heading "Special Resolutions".
5. To receive and consider the Financial reports, Directors' report and Auditor's report.
6. General Business.

HONORARY LIFE MEMBERSHIP RESOLUTIONS

FIRST HONORARY LIFE MEMBERSHIP RESOLUTION

"That pursuant to rule 27 of the Club's Constitution, Bruno Bagatella, is elected to Honorary Life Membership of the Club."

SECOND HONORARY LIFE MEMBERSHIP RESOLUTION

"That pursuant to rule 27 of the Club's Constitution, Joan Pellegrino, is elected to Honorary Life Membership of the Club."

Explanatory Notes to Members regarding the Honorary Life Membership Resolutions

1. To be passed, each Honorary Life Membership Resolution must receive votes in its favour by a majority of the members who are present and entitled to vote at the meeting. The members entitled to vote on the Honorary Life Membership Resolutions are:
 - (a) Foundation Life Members;
 - (b) Honorary Life Members;
 - (c) Financial Life Members who have been Full Members of the Club for at least 12 continuous months in any category of Full membership immediately prior to admission to Financial Life membership of the Club;
 - (d) Club Members of at least 3 continuous years' standing; and
 - (e) Associate Members who have been Full Members of the Club for at least 12 continuous months in any category of Full membership.

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2. The Board recommends that Bruno Bagatella and Joan Pellegrino be elected as Honorary Life Members for their outstanding service to the Club.

ORDINARY RESOLUTIONS

Members will be asked to consider and, if thought fit, to pass the following resolutions, which are proposed as Ordinary Resolutions:

FIRST ORDINARY RESOLUTION

"That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$95,000 (excluding any Goods and Services Tax) until the next Annual General Meeting of the Club for the following activities:
 - (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time;
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors which activities and the expenses therefrom are approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (iv) The exclusive use by Directors and past Presidents of the VIP Viewing Box in Marconi Stadium for the purposes of promoting the Club, including entertaining guests of the Club, officials of other soccer clubs, representatives of the Football NSW and FFA and local and international dignitaries. The VIP Viewing Box will not otherwise be available to members;
 - (v) The provision of a designated car parking space for the exclusive use of each Director;
 - (vi) The provision of Club blazers, ties, slacks, skirts, and casual jackets for the use of Directors in representing the Club; and
 - (vii) The reasonable cost of the Directors, the Chief Executive Officer and their partners attending Club functions as approved by the Board.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club and those persons (being members of the Club) who are directly involved in the above activities."

SECOND ORDINARY RESOLUTION

"That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$50,000 (excluding any Goods and Services Tax) for the professional development and education of Directors until the next Annual General Meeting of the Club and being:
 - (i) The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending the Registered Clubs Association of NSW's Annual General Meeting and Conference, and the Club Managers Association Australia Annual Conference;
 - (ii) The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending seminars, conferences, lectures, trade displays, organised study tours, fact-finding tours and other similar events, in Australia or overseas as may be determined by the Board from time to time;
 - (iii) The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending other registered clubs and hospitality and gaming venues for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club; and
 - (iv) The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending industry related functions where required to represent the Club.

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- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors and those persons (being members of the Club) who are directly involved in the above activities.”

THIRD ORDINARY RESOLUTION

“That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting, and being for reasonable expenditure as approved by the Board, in providing meals, bouquets and other presentations to members of the Club, in appreciation for the contribution and efforts they have made to the Club from time to time.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities.”

FOURTH ORDINARY RESOLUTION

“That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting, and being for reasonable expenditure as approved by the Board, in providing Honorary Life Members, Past Presidents and Foundation Members of the Club with an invitation to official Club functions at no cost and providing those persons with meals and beverages at those functions, in appreciation for the contribution and efforts they have made to the Club in the past.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities.”

FIFTH ORDINARY RESOLUTION

“That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to provision by the Club until the next Annual General Meeting a select number of designated car parking spaces for the exclusive use of Honorary Life Members, Past Presidents, VIPs, visiting guests and dignitaries who may be invited to attend the Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities.”

Explanatory Notes to Members Regarding the Ordinary Resolutions

1. Under section 10(1)(i) of the Registered Clubs Act 1976 (NSW) (Registered Clubs Act), a member of the Club is not entitled to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club except with (in the case of the subject matter of these resolutions) the authorisation of the members of the Club in general meeting under section 10(6) and section 10(6A)(b) of the Registered Clubs Act.
2. The first ordinary resolution is to have the members approve a sum not exceeding \$95,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting in relation to duties performed primarily by the Club’s Directors and the Chief Executive Officer.
3. The second ordinary resolution is to have the members approve a sum not exceeding \$50,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting for Directors, the Chief Executive Officer, and their partners, where appropriate, to attend the Registered Clubs Association of NSW Annual General Meeting and Conference and the Club Managers Association Australia Annual Conference, to attend seminars, conferences, lectures, trade displays and other similar events (whether in Australia or overseas), and to attend other clubs, hospitality and gaming venues to assess their operations, all of which enable the Board and the Chief Executive Officer to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
4. The third ordinary resolution is to have the members approve the Club providing meals, bouquets and other presentations to members of the Club, in appreciation for the contribution and efforts they have made to the Club from time to time. The Board believes this benefit is appropriate and well deserved.

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5. The fourth ordinary resolution is to have the members approve the Club providing Honorary Life Members, Past Presidents and Foundation Members of the Club with an invitation to Club functions at no cost and providing those persons with meals and beverages at those functions, in appreciation for the contribution and efforts they have made to the Club in the past. The Board believes this benefit is appropriate and well deserved.
6. The fifth ordinary resolution is to have the members approve the Club providing a select number of designated car parking spaces for the exclusive use of Honorary Life Members, Past Presidents, VIPs, visiting guests and dignitaries who may be invited to attend the Club. The Board believes this benefit for Honorary Life Members and Past Presidents is appropriate and well deserved. The Board also believes it is appropriate to allocate car parking spaces for VIPs, guests and dignitaries who may be invited to attend the Club.

General Notes to Members regarding the Ordinary Resolutions

1. Each of the resolutions must be passed as a whole and cannot be divided into two or more separate resolutions.
2. To be passed each ordinary resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person on the resolution.
3. Pursuant to the Registered Clubs Act and Rules 19 to 22 of the Club's Constitution, the members eligible to vote on the Ordinary Resolutions are:
 - (a) Foundation Life Members;
 - (b) Honorary Life Members;
 - (c) Financial Life Members who have been Full Members of the Club for at least 12 continuous months in any category of Full membership immediately prior to admission to Financial Life membership of the Club;
 - (d) Club Members;
 - (e) Associate Members who have been Full Members of the Club for at least 12 continuous months in any category of Full membership as at the date of the Annual General Meeting ; and
 - (f) Social Members who have been Social Members for at least 3 continuous years as at the date of the Annual General Meeting.
4. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited by the Registered Clubs Act.
5. The Board recommends the Ordinary Resolutions to members.

SPECIAL RESOLUTIONS

These resolutions will be proposed as special resolutions in accordance with the *Corporations Act 2001 (Corporations Act)*.

SPECIAL RESOLUTION 1

"That:

1. *Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited (Club) adopts and changes its name to "Club Marconi Limited"; and*
2. *The Club's Constitution is amended by deleting the words "Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited" wherever they appear and replacing them with the words "Club Marconi Limited",*

on and from the date such change of name is registered by the Australian Securities and Investments Commission pursuant to section 157(3) of the Corporations Act 2001(Cth)."

Explanatory Notes to Special Resolution 1

1. This Special Resolution would change the name of the Club from "Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited" to "Club Marconi Limited".
2. The current company name is very long and cumbersome. The shortened name will be easier to use in all the Club's business, marketing and legal correspondence and documents. In addition, the name "Marconi" in the Club's name does not need the place name of "Bossley Park" which can limit its more general reach and recognition.

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3. If Special Resolution 1 is passed, the change will only take effect if it is approved and registered by the Australian Securities and Investments Commission.

SPECIAL RESOLUTION 2

"That the Constitution of Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited is amended by:

- **Adding new definitions to Rule 2(a) as follows:**

"Club Licence" means a club licence held by the Club under the Liquor Act.

"Liquor Act" means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force.

- **Replacing the reference to section 52(2) of the Registered Clubs Act in Rule 9(a) with a reference to section 123(4) of the Liquor Act, so that Rule 9(a) will read as follows:**

"(a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act or at a reception referred to in Section 123(4) of the Liquor Act where the person has been invited to the reception by a person entitled to issue the invitation."

- **Deleting Rule 10 and inserting instead the following new Rule 10:**

"OBJECTS OF THE CLUB

10. The Club has the following objects:

- (a) To conduct a club, a clubhouse and associated facilities for the use of members and visitors.*
- (b) To operate and maintain a soccer/football field and stadium in accordance with good business and environmental practices.*
- (c) To promote, encourage and foster the playing of the game of soccer/football in the Sydney Metropolitan Area and elsewhere and in particular to promote, encourage and foster the Marconi Stallions Football Club including provision of training, development and teaching facilities for soccer/football.*
- (d) To promote, encourage and foster the playing of any other indoor or outdoor sporting activities such as, but not limited to, bocce, golf, tennis, bowls, cricket, fencing, netball, rugby league, snooker and cycling as determined by the Board from time to time, and to provide all things incidental to the attainment of these objects.*
- (e) To establish and carry on a club for the use and benefit of its members and to afford to its members the usual privileges, advantages, conveniences and accommodation of a club.*
- (f) To carry on the business of a registered club and to hold such licences for (either by itself or its employees, agents or nominees), and provide all such things, as are commonly or conveniently consumed in a club.*
- (g) To promote and advance social, cultural, educational, charitable, sporting and community activities, subject to any other provision of this constitution.*
- (h) To promote, maintain and encourage education in relation to the Italian language, culture, heritage and traditions.*
- (i) To acquire by purchase, lease or otherwise property and buildings for the improvement, betterment and growth of the Club and use of members and visitors.*
- (j) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part of it, subject to the Liquor Act and the Registered Clubs Act.*
- (k) To generally do all such other things as may appear to be incidental or conducive to the attainment of these objects."*

- **Deleting the first sentence in Rule 14, so that the Rule will read as follows:**

"14. The number of Ordinary Members of the Club shall not be less than the minimum permissible under the Registered Clubs Act."

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- **Deleting Rule 24 and inserting instead the following new Rule 24:**

- "24. (a) *The rights of members to use the facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise.*
- (b) *Without limiting the general powers of the Board conferred in Rule 24(a), all members acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:*
- (i) *the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or*
- (ii) *the Club's responsible conduct of gambling policy (as adopted and amended by the Board from time to time)."*

- **Adding at the end of Rule 25(a) the following sentence:**

"The class of Financial Life Membership is closed.", so that Rule 25(a) will read as follows:

"(a) **Financial Life Membership**

"A person who has attained the age of 18 years and is elected as a Financial Life Member of the Club or transferred from another class of membership of the Club to Financial Life Membership and who pays the relevant membership fee and/or subscription as determined by the Board from time to time. The class of Financial Life Membership is closed."

- **Deleting Rule 34 and inserting instead the following new Rule 34:**

- "34. *The Board, in its absolute discretion, may on the written application of an Ordinary Member, transfer that member to another class of Ordinary Membership for which they are eligible. Any member so transferred may, at the discretion of the Board, receive a refund or reduction of any entrance fee and/or subscription paid by or payable by the member for the financial year during which the transfer takes place and may be required to pay the difference between the entrance fee and/or subscription applicable to the member's present class of membership and the entrance fee and/or subscription applicable to the class of membership to which the member desires to be transferred."*

- **Deleting Rule 49 and inserting instead the following new Rule 49:**

- "49. (a) *The Secretary, or any other authorised person (having the meaning given by section 77 of the Liquor Act) has the power to refuse entry to, require a person to leave, or remove a person from, the premises of the Club or any other property owned or occupied by the Club, if:*
- (i) *in the opinion of the Secretary or other authorised person, the person is intoxicated, violent, quarrelsome, indecent or disorderly;*
- (ii) *the person's presence on the Club's premises or any other property owned or occupied by the Club, in the opinion of the Secretary or authorised person, may render the Club or the Secretary liable to a penalty under any applicable law;*
- (iii) *the person has engaged or used any part of the Club's premises or any other property owned or occupied by the Club for an unlawful purpose;*
- (iv) *the person smokes, within the meaning of the Smoke-Free Environment Act 2000, while on any part of the Club's premises or any other property owned or occupied by the Club that is a smoke-free area within the meaning of that Act;*
- (v) *the person uses, or has in his or her possession, any substance that the Secretary or authorised person suspects of being a prohibited plant or a prohibited drug;*
- (vi) *the person is a person whom the Secretary or authorised person, under the conditions of the Club Licence or according to a term (of the kind referred to in Section 134 or Section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access; or*
- (vii) *the person has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member or render the person unfit for membership.*
- (b) *The Secretary or the senior employee of the Club then on duty ('the senior employee') may immediately suspend the membership of a person who is refused entry to, required to leave, or removed from, the Club's premises or any other property owned or occupied by the Club under*

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Rule 49(a). The Secretary or the senior employee must then make a written report to the Board within 7 days of the date of the suspension. The report must set out the facts, matters and circumstances giving rise to the suspension.

(c) Any suspension of a member by the Secretary or the senior employee pursuant to Rule 49(b) will continue until further notice is given to the member pursuant to Rule 47 or for 4 weeks, whichever is the earlier.

(d) The rules of natural justice shall not apply in relation to the exercise of the powers referred to in this Rule 49."

- **Deleting Rule 53 and inserting instead the following new Rule 53:**

"53. Subject to the provisions of this Constitution a member is eligible to be nominated for election or appointment to the Board of Directors if, at the date of nomination for election or appointment to the Board, the member:

(a) is a Foundation Life Member, Honorary Life Member, Financial Life Member or Club Member of the Club (subject to Rules 19 and 20);

(b) is not disqualified from managing any company under Part 2D.6 of the Act or is given permission to manage the Club under Sections 206F or 206G of the Act;

(c) is not of unsound mind or is not a person whose person or estate is liable to be dealt with any way under the law relating to mental health;

(d) is not prohibited from being a Director by reason of any order made under the Registered Clubs Act;

(e) is not an employee of the Club;

(f) is not occupying any part of the Club premises under a licence agreement, contract or otherwise for monetary gain;

(g) is not a director or officer of any other registered Club;

(h) is not a former employee of the Club whose services were terminated for misconduct at any time within the previous 5 years."

- **Deleting Rule 55(c) and inserting instead the following new Rule 55(c):**

"(c) The nomination for election or appointment of a member nominated as a Director must be made in writing and be signed by a proposer and seconder who, subject to the provisions of this Constitution, must each be:

(i) a financial member for not less than 12 months, in respect of any financial member who was a Full Member before the conclusion of the 2018 Annual General Meeting; or

(ii) a financial member for not less than 5 consecutive years, in respect of any financial member who became a Full Member after the conclusion of the 2018 Annual General Meeting; and

(iii) of one of the following classes of membership:

(A) Foundation Life Member;

(B) Honorary Life Member;

(C) Financial Life Member; or

(D) Club Member,

and be signed by the nominee who must:

(iv) signify his or her consent to the nomination and his or her consent to be bound by the Board Code of Conduct and Charter as amended from time to time; and

(v) attend and complete a Director training induction course approved by the Board prior to his or her election or appointment as a Director, provided that:

(A) the nominee shall only be required to attend and complete such induction training course if he or she has not been a Director of the Club at any time within the 5 years preceding their proposed appointment or election;

(B) such induction training shall be in addition to any mandatory training required for any Director under the Registered Clubs Act and Registered Clubs Regulation;

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(C) the Club pays for the induction training and no nominee shall be required to pay for their induction training; and

(D) at least 2 Director training induction courses are held on different days during the period in which nominations may be received for an annual general meeting at which an election is required.”

- **Deleting Rules 102 and 103 and inserting instead the following new Rules 102 and 103:**

“102. A notice may be given by the Club to any member either:

- (a) personally; or
- (b) by sending the notice by pre-paid 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 sending the notice to the member by other electronic means (if any) nominated by the member; or
- (e) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that the notice is available and an electronic means by which the member may access the notices.

103. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
- (b) Where the Club sends a notice by post (including a notice of meeting), the notice is taken to have been given to the member, on the day following that on which the notice was posted.
- (c) Where a notice is sent under Rule 102(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
- (d) Where the Club sends a notice by electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.

- **Adding new Rule 110 after Rule 109 as follows:**

“EXECUTION OF DOCUMENTS

- “110. (a) If the Club retains a Seal, the Board must provide for the safe custody of the Seal.
- (b) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- (c) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- (d) The Club may only fix the Seal to a document after a resolution of the Board to that effect.
- (e) This Rule does not limit the ways in which the Club may execute a document (including a deed).”

- **Updating the Index and correcting numbering or formatting errors such as the following:**

- » Renumbering paragraphs/sub-Rules 16(i) to 16(vi) inclusive as 16(a) to 16(f) respectively as the second level of numbering for each paragraph/sub-rule of a rule is numbered (a), (b), (c) etc., not (i), (ii), (iii) – the latter is the third level of numbering used in the Constitution and comes after the second level (a), (b), (c) etc.;
- » Deleting the Roman numerals in Rule 25 which appear under each sub-rule (a) to (d) respectively as they are not needed and are out of sequence anyway;
- » If Special Resolution 4 is not passed (which replaces Rules 47 and 48), renumbering existing Rules 48(e)(xiii) and 48(e)(xiv) as Rules 48(e)(i) and 48(e)(ii) respectively; and
- » Updating the index to include reference to new Rule 110 regarding Execution of Documents if this Special Resolution is passed.

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Explanatory Notes to Special Resolution 2

General

1. If Special Resolution 2 is passed, general updates to the Constitution will be made.
2. In addition, other changes would be made to the Constitution as set out below.

Rule 9(a)

3. Section 123(4) of the Liquor Act is now the relevant provision regarding the presence of minors (i.e. persons under the age of 18 years) for the purposes of a reception at the Club and replaced section 52(2) of the Registered Clubs Act which was repealed in 2008.

Rule 10

4. Existing Rule 10 sets out the Club's objects and runs for over 26 sub-rules/paragraphs. Proposed new Rule 10 simplifies the Club's objects and makes them much more concise.
5. Under sections 125 and 126 of the Corporations Act, a company is not required to include object clauses within its constitution. Inclusion of object clauses in a constitution can provide an indication of the goals of a company or nature of a company's business. Where object clauses are included in a constitution, they do not restrict what a company can or cannot do simply because a matter is not referred to in the objects. However, if a particular matter is prohibited by the objects or in the constitution, then the company cannot do that thing.
6. The proposed new objects set out the essential club goals, which means the Club can do those things, but it can also do anything else which is lawful for the Club to do.

Rule 14

7. The first sentence of Rule 14 states the number of full members of the Club is not to exceed the maximum number permissible under the Registered Clubs Act. The Registered Clubs Act was amended in 2009 to remove the maximum number of members a registered club may have. The first sentence of Rule 14 is therefore to be deleted.

Rule 24

8. Proposed new Rule 24(a) is identical with existing Rule 24 and deals with the Board's general ability to regulate use of the Club's facilities.
9. Proposed new Rule 24(b) expands on Rule 24(a) by making it clear that the Board can enforce the Club's responsible service of alcohol and responsible conduct of gambling policies which are in force from time to time.

Rules 25(a) and 34

10. Financial Life membership is a class of Ordinary Membership of the Club and is distinct from Honorary Life membership.
11. Members are not elected or transferred to Financial Life membership and in accordance with this practice, the class of Financial Life membership is to be formally closed. Existing Financial Life Members may remain in that class of membership or may transfer to any other class of Ordinary Membership.
12. Rule 34 deals with transfer of members from one class of Ordinary Membership to another. As Financial Life membership will be closed so that members cannot be elected or transferred to that class, the proposed new rule refers to Ordinary Members being able to transfer to another class of Ordinary Membership for which they are eligible to transfer.

Rule 49

13. The proposed new Rule 49(a) sets out expanded powers for the Club to exclude people from the premises for anti-social and inappropriate behaviour. This is generally in line with section 77 of the Liquor Act.
14. Under proposed new Rule 49(b), if a person excluded from the Club's premises under this rule is also a member and is subject to a temporary suspension of their membership because the Secretary or senior employee believes a disciplinary charge should be laid against the member, the Secretary or senior employee must make a written report to the Board within 7 days. Unless a notice of disciplinary charge is issued to the member by the Board under Rule 47 within 4 weeks, the suspension ceases.

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Rule 53

15. Existing Rule 53 sets out the requirements for a member to be eligible to be nominated for election to the Board. Proposed new Rule 53 is virtually identical to the existing rule except that it includes new paragraph/sub-rule (h).
16. New sub-Rule 53(h) will exclude a former employee of the Club from being eligible for election or appointment to the Board where his or her services were terminated for misconduct at any time within the previous 5 years.

Rule 55(c)

17. The Board can adopt a Board Code of Conduct and Charter which gives an overview of the essential director roles and responsibilities, sets out the role of the President and Vice-President positions, provide for conduct of directors when they are representing the Club at functions and expressly provide for censure or disciplining of a director who does not abide by the Board Code of Conduct and Charter.
18. The enforcement of the Board Code of Conduct and Charter is strengthened if any nominee for appointment or election to the Board signs a consent to be bound by it. The proposed new Rule 55(c) will ensure that a nominee must consent to be bound by the Board Code of Conduct and Charter in force at the time.
19. In addition, proposed new Rule 55(c) will:
 - (a) increase the qualification period to 5 consecutive years membership for any eligible member to propose or second another eligible member for election or appointment to the Board, but this will only apply for any proposer or seconder who became a member after the 2018 annual general meeting; and
 - (b) require each nominee for appointment or election to the Board to attend and complete induction training but this will not be required where the nominee has been a Director in the 5 years preceding their appointment or election. However, the Club is required to pay for the induction training and must make the induction training available on at least 2 separate occasions during the period of nomination for election. The induction training is proposed so that all nominees have a reasonable understanding of the requirements of being a Director of the Club before they are elected or appointed and to ensure candidates will be committed to the role of Director.

Rules 102 and 103

20. Section 249J(3) of the Corporations Act allows companies to give notices of general meeting to their members in any one of the following ways:
 - (a) personally;
 - (b) by post;
 - (c) by email;
 - (d) by other electronic means; or
 - (e) by notifying their members of how a notice can be accessed e.g. by accessing a website.
21. Electronic issue of or notification of where a notice of general meeting may be accessed can be given by the Club, but this is subject to individual members nominating their electronic address or preference to receive notice of where to access the notices (e.g. via a website).
22. Existing Rules 102 and 103 of the Club's Constitution presently only allow for notice to be given personally, by post, fax or email. Proposed new Rules 102 and 103 will allow for notices of general meeting to be given by email or other electronic means listed in the rules, or will allow the Club to notify how to access a notice of general meeting for those members who choose to nominate those methods of receiving notices of general meeting or how they can be accessed.
23. Proposed new Rules 102 and 103 are more in line with the provisions of section 249J(3) of the Corporations Act.
24. Membership application and renewal forms issued by the Club will give members the option of choosing to receive notices of general meeting by post or electronically, or by receiving notice of how to access notices of general meeting.

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Rule 110

25. Section 127 of the Corporations Act provides that a company may execute a document without using a common seal if it is signed by 2 directors or one director and a company secretary.
26. New Rule 110 reflects the general requirements of section 127 of the Corporations Act for the execution of documents such as contracts with third parties. The section also states that it does not limit the ways in which a company may execute a document, including a deed.

Rules 16, 25 47, 48 and Index

27. The changes to these sections are only corrections of numbering or of formatting, and an update to the index as described in the Special Resolution.

SPECIAL RESOLUTION 3

"That the Constitution of Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited is amended by:

- **Deleting Rule 17 and inserting instead the following new Rule 17:**

- "17. (a) *Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:*
- (i) *Financial Life Member;*
 - (ii) *Club Member; and*
 - (i) *Associate Member.*
- (b) *Unless a member applies for and is transferred to another class of membership (subject to eligibility), each member from the existing class in the left column in the table below will be transferred to the class of Ordinary Membership in the right column, effective on and from the conclusion of the 2018 Annual General Meeting:*

Existing class as at the commencement of the 2018 Annual General Meeting	Class to which the existing class will be transferred on and from the conclusion of the 2018 Annual General Meeting
Social Members	Associate Members"

- **Deleting Rules 19, 20, 21 and 22 and inserting instead the following new Rules 19, 20, 21 and 22:**

- "19. *Subject to Rule 20, financial members who are Foundation Life Members, Honorary Life Members, Financial Life Members and Club Members shall be eligible to:*
- (a) *be nominated for, stand for, and vote at the election of the Board;*
 - (b) *attend and to vote at General Meetings including Annual General Meetings on all resolutions, including Special Resolutions.*
20. *The eligibility of the classes of financial members referred to in Rule 19 to exercise the rights specified in Rule 19 shall be subject to the following qualification periods:*
- (a) *not less than 5 consecutive years of full membership, in respect of any member who became a Full Member after the conclusion of the 2018 Annual General Meeting;*
 - (b) *not less than 3 consecutive years of full membership, in respect of any member who was a Club Member of the Club before the conclusion of the 2018 Annual General Meeting;*
 - (c) *not less than 1 year of Full membership, in respect of any member who was a Financial Life Member before the conclusion of the 2018 Annual General Meeting.*
21. *Subject to Rule 22, financial Associate Members shall be entitled to:*
- (a) *attend and vote at General Meetings including Annual General Meetings, subject to Rule 21(e); and*
 - (b) *vote in the election of the Board,*

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but shall not have the right to:

- (c) propose or second a member for election to the Board;
- (d) nominate or stand for election or appointment to the Board; or
- (e) speak for or against or vote on any Special Resolution.

22. The eligibility of financial Associate Members to exercise the rights specified in Rule 21 shall be subject to the following qualification periods:

- (a) not less than 5 consecutive years of full membership of the Club, in respect of any member who became a Full Member after the conclusion of the 2018 Annual General Meeting;
- (b) not less than 12 months continuous full membership, in respect of any member who was an Associate Member before the conclusion of the 2018 Annual General Meeting; and
- (c) not less than 3 consecutive years of full membership, in respect of any member who was a Social Member before the conclusion of the 2018 Annual General Meeting."

- **Deleting Rule 25(d).**
- **Deleting the comma and words "Social member or Financial Life Member" from Rule 36(a) after the words "Associate member", so that Rule 36(a) will read as follows:**

"(a) The Board, in its absolute discretion, may on the written application of a financial member transfer that financial members' membership number to any other financial Club Member or Associate Member."

Explanatory Notes to Special Resolution 3

1. If Special Resolution 3 is passed:
 - (a) Social Members will be transferred to Associate Membership and will have the same rights as Associate Members, subject to point 1(c) below;
 - (b) There will no longer be a separate class of Ordinary Membership known as "Social Member";
 - (c) Social Members who are transferred to Associate Membership will be subject to the same period of qualification of 3 years membership before being able to vote for the election of the Board or to vote on ordinary resolutions at General Meetings;
 - (d) Members who join the Club after the conclusion of the 2018 Annual General Meeting must be members for at least 5 consecutive years before being able to vote at Board elections or vote at General Meetings.
 - (e) Existing members of the Club will generally have the same qualification periods applying to them regarding voting rights. For example, Club Members must be members for at least 3 years and Financial Life Members must be members for at least 1 year.

However, under the new rules, qualification periods can be satisfied by being a member in any class of Ordinary Membership, and not restricted to a particular class e.g. under existing Rules 20(b) and 22(b) qualification periods which can only be met by being in specific classes of membership, whereas under existing Rules 19(b) and 21(b) the qualification periods can be met by being in any class of full membership. These inconsistencies will be removed under the new rules.

2. The qualification period of 5 years applying to new members who join the Club after the 2018 Annual General Meeting is intended to ensure that long standing members are able to participate in the Club's Board elections and decision making in general meetings.

SPECIAL RESOLUTION 4

"That the Constitution of Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited is amended by deleting Rules 47 and 48 and inserting instead the following new Rules 47 and 48:

DISCIPLINARY PROCEEDINGS

47. (a) Subject to Rule 47(b), the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

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- (i) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or*
- (ii) is, in the reasonable opinion of the Board;*
 - (A) guilty of any conduct prejudicial to the interests of the Club; or*
 - (B) guilty of conduct which is unbecoming of a member;*
- (b) (i) A member shall be notified of:*
 - (A) any charge against the member pursuant to Rule 47(a); and*
 - (B) the date, time and place of the hearing of the charge.*
- (ii) The member charged shall be notified of the matters Rule 47(b)(i) by notice in writing sent to any electronic address nominated by the member for receipt of notices, or by pre-paid post sent to the member's last known address, at least seven (7) days before the meeting of the Board at which the charge is to be heard.*
- (iii) 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. The member shall not be entitled to legal representation at the hearing.*
- (iv) 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.*
- (v) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.*
- (vi) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.*
- (vii) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.*
- (viii) The voting by the members of the Board present at the hearing shall be by secret ballot if requested by any member of the Board. No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the directors present in person vote in favour of such motion.*
- (ix) 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.*
- (c) If a notice of charge is issued to a member pursuant to Rule 47(b), the Board shall have power by resolution 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.*
- (d) The Board may by resolution delegate all of the powers and functions given to the Board under this Rule 47 to a Disciplinary Committee comprising not less than 3 Directors, which shall conduct its activities in accordance with the procedures set out in this Rule 47 except that:*
 - (i) a quorum of the Disciplinary Committee shall be 3 members present in person; and*
 - (ii) all references to the Board shall read as being references to the Disciplinary Committee, except that in relation to Rule 47(b)(ix) the finality of a decision of the Disciplinary Committee is subject to any appeal under Rule 48.*
- (e) The Board shall have the power by resolution to suspend or revoke any delegation to a Disciplinary Committee pursuant to Rule 47(d) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.*

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APPEALS FROM DISCIPLINARY COMMITTEE

48. (a) Any member whose membership has been suspended for more than 12 months or who has been expelled by a decision of a Disciplinary Committee shall have the right to have the charge upon which the decision was made, heard and determined again by the Board provided that notice in writing is given by such member to the Secretary requesting that the charge be heard and determined by the Board and such notice is received by the Club within thirty (30) days of the member being notified by the Secretary of the decision of the Disciplinary Committee.
- (b) Within twenty-one (21) days after a notice is received by the Club pursuant to Rule 48(a) a fresh notice of charge specifying the date, time and place of hearing will be sent to any electronic address nominated by the member for receipt of notices, or will be sent by pre-paid post to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
- (c) The notice of charge referred to in Rule 48(b) may include additional information, allegations and particulars not included in the Notice of Charge heard and determined by the Disciplinary Committee.
- (d) If the members of a Disciplinary Committee who heard and determined the charge on which the appeal has been taken shall not be present and shall not participate in or vote at that part of a Board Meeting which hears and determines the charge pursuant to Rule 48(a). Provided however that if such disqualification would mean that there are insufficient directors to form a quorum for the Board Meeting which hears and determines the charge then the members of the Disciplinary Committee shall be entitled to be present at, participate in and vote at the Board Meeting which hears and determines the charge pursuant to Rule 48(a).
- (e) The hearing of the charge of the Board shall be in accordance with Rule 47 and will be at such time and place as the Board may determine.
- (f) If the charge is found proved, the Board shall have the power to impose any penalty on the member permitted by Rule 47 in substitution for that imposed by the Disciplinary Committee.
- (g) Notwithstanding that a notice has been given by a member in accordance with Rule 48(a) the decision of a Disciplinary Committee to suspend that member shall continue in full force and effect until that decision has been substituted by a decision of the Board.
- (h) If the Disciplinary Committee has resolved to expel a member under Rule 47, that member is suspended from all rights and privileges of membership during the thirty (30) day period during which the member may give the Club a notice of appeal under Rule 48(a). The Disciplinary Committee's decision to expel that member takes effect immediately on expiry of the thirty (30) day period referred to in Rule 48(a), unless the member gives the Club notice of an appeal in accordance with Rule 48(a) in which case the member remains suspended from all rights and privileges of membership until the appeal is heard and determined by the Board."

Explanatory Notes to Special Resolution 4

1. Proposed new Rule 47 is similar to current Rule 47 of the Constitution except as follows:
 - (a) the new rule makes it clear that the Board may appoint a Disciplinary Committee comprising of at least 3 Directors to hear and determine a notice of disciplinary charge against a member. Although there is a general power under Rule 59(a) of the Constitution for the Board to delegate their powers to committees, new Rule 47 gives an express power to the Board to appoint a Disciplinary Committee which also sets out the minimum requirements for a quorum of the Disciplinary Committee;
 - (b) new Rule 47 makes it clear that the Board may fine a member. Although existing Rule 47 does not expressly provide for fines, existing Rule 48(a) refers to fines imposed under existing Rule 47, implying the Board has the ability to impose a fine under that rule. New Rule 47 removes any ambiguity regarding the Board's ability to impose a fine; and
 - (c) new Rule 47 states that a member is not entitled to have legal representation at the disciplinary hearing. At law, a member is not entitled to legal representation at a disciplinary hearing anyway, unless a company's or club's constitution says otherwise and, in this regard, existing Rule 47 does not give such a right. It is common for most clubs not to allow legal representation for a member at a hearing because, firstly, the Board, Disciplinary Committee and witnesses will not have legal representation at the hearing, and secondly, having lawyers present at the hearing will likely lead to greater complexity and time in conducting the hearing.

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2. However, in cases of serious charges or in appropriate cases, the Board may determine to hear a disciplinary matter itself rather than delegating it to the Disciplinary Committee.
3. Proposed new Rule 48 provides for a right of appeal from a decision of the Disciplinary Committee where a suspension of more than 12 months was imposed or where the member has been expelled by the Disciplinary Committee. The right of appeal does not apply to any decision made by the Board.
4. Existing Rule 48 provides that a member who has been expelled following a disciplinary hearing may appeal to the members of the Club in general meeting. An appeal to the members in general meeting is problematic for a number of reasons, such as:
 - (a) the manner in which the general meeting could hear and determine an appeal is unknown, and sensitive and confidential or personal details of an incident can become known throughout the Club's membership;
 - (b) what should be a quick and just process can become very costly for the Club (e.g. the costs of calling a general meeting), time consuming and potentially damaging to the Club generally and to complainants and witnesses, and may cause complainants and witnesses to withdraw from the process; and
 - (c) the authority of the Board or Disciplinary Committee can be undermined.
5. For these and other reasons, it is not common for constitutions of registered clubs to allow a member aggrieved by a disciplinary decision, even a decision which results in their expulsion, to appeal to the members in general meeting against the decision of their board or disciplinary committee.

SPECIAL RESOLUTION 5 (TO BE PUT TO THE MEETING ONLY IF SPECIAL RESOLUTION 4 IS NOT PASSED)

"That the Constitution of Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited is amended by:

- **Adding new Rules 47(i) and 47(j) immediately after Rule 47(h) as follows:**
 - (i) *The Board may by resolution delegate all of the powers and functions given to the Board under this Rule 47 to a Disciplinary Committee comprising not less than 3 Directors, which shall conduct its activities in accordance with the procedures set out in this Rule 47 except that:*
 - (ii) *a quorum of the Disciplinary Committee shall be 3 members present in person; and*
 - (iii) *all references to the Board shall read as being references to the Disciplinary Committee.*
 - (j) *The Board shall have the power by resolution to suspend or revoke any delegation to a Disciplinary Committee pursuant to Rule 47(i) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee."*
- **Adding new Rule 48(f) immediate after Rule 48(e) as follows:**
 - (f) *A reference to the Board in this Rule 48 shall include a reference to any duly appointed Disciplinary Committee."*

Explanatory Notes to Special Resolution 5

1. Special Resolution 5 will only be put to the meeting if Special Resolution 4 is not passed.
2. Special Resolution 5 contains proposed new Rules 47(i) and 47(j) to be added to existing Rule 47 of the Constitution but only if that rule is not replaced by new Rule 47 contained in Special Resolution 4.
3. Proposed new Rules 47(i) and 47(j) are virtually identical to proposed new Rules 47(d) and 47(e) contained in Special Resolution 4. These rules expressly allow for the appointment of a Disciplinary Committee to hear and determine disciplinary matters and for the Board to hear and determine serious charges instead of delegating them to the Disciplinary Committee.
4. If Special Resolution 5 is put to the meeting and passed, then the only changes to existing rule 47 of the Constitution will be the addition of new rules 47(i) and 47(j). If Special Resolution 5 is passed (instead of Special Resolution 4 being passed), then a member who is expelled following a disciplinary hearing conducted by the Board or Disciplinary Committee, may appeal to the members in general meeting under existing Rule 48).

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SPECIAL RESOLUTION 6

"That the Constitution of Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited is amended by:

- Amending Rule 78 by replacing the number and words "100 members" with the number and words "200 members" and deleting Rule 78(f), so that Rule 78 will read as follows:
 - "78. *The Board may, whenever it thinks fit, convene a general meeting; and the Board shall, on the request of not less than 5% of the members of the Club or 200 members of the Club (whichever is the lesser) having, at the date of the deposit of the request at the Office, a right to vote at general meetings of the Club, within 21 days proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions shall have effect:*
 - (a) *The request shall be in writing and state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.*
 - (b) *If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves convene the meeting but any meeting so convened shall not be held after the expiration of 3 months from the date of such deposit.*
 - (c) *In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board shall be deemed not to have duly convened the meeting if it does not give notice of such resolution as is required by the Act.*
 - (d) *Any meeting convened under this rule by the members shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.*
 - (e) *Any reasonable expenses incurred by the members in convening any such meeting under this rule shall be repaid to the members by the Club."*
- Adding a new Rule 78A. as follows:
 - "78A. *At least 21 days' notice specifying the place, day and hour of the meeting and stating the general nature of the meeting's business and, if a Special Resolution is to be proposed at the meeting, setting out an intention to propose the Special Resolution and stating the resolution, shall be given in the manner provided by this Constitution to all persons entitled to attend at general meetings of the Club, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission or its successor, declares proceedings at the meeting invalid."*

Explanatory Notes to Special Resolution 6

1. The proposed change to Rule 78 would require the Board to call a General Meeting if at least:
 - (a) 5% of the members of the Club; or
 - (b) 200 members of the Club,whichever is less, who can vote at a relevant General Meeting, request the meeting.

Existing Rule 78 provides that not less than 5% or 100 members, whichever is less, entitled to vote at the relevant General Meeting may request a meeting.
2. Section 249D of the Corporations Act deals with members' requests for general meetings. Although a company may have a lower threshold for such meeting requests, consistency with section 249D is common among registered clubs given the cost of holding meetings and to ensure that any members' request for a general meeting has a reasonable level of support.
3. As the Club has over 45,000 members, requiring 5% of members entitled to vote at a meeting to request a meeting is potentially at least 2,500 signatories. Therefore, rather than simply making Rule 78 consistent with section 249D of the Corporations Act concerning the number required (i.e. 5%), it is instead proposed that Rule 78 will require the lesser of 5% or 200 members entitled to vote to request the meeting.

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4. The change to Rule 78 is proposed because the higher minimum threshold of 200 members (or 5% of members) ensures that a reasonable level of support is required before a General Meeting must be called on the request of members. The purposes and costs of calling a Special General Meeting at the request of members should at least be subject to a reasonable level of support among the Club's members.
5. In addition, members will retain the ability under section 249N of the Corporations Act, as reflected in Rule 79 of the Constitution, to put resolutions to a General Meeting. Under those provisions, members with at least 5% of the votes that may be cast on a resolution or at least 100 members who are entitled to vote at a General Meeting are entitled to give the Club a notice that they propose to move a resolution at a General Meeting. Such a resolution must be considered at the next General Meeting which occurs more than 2 months after the members gave their notice.
6. Rule 78(f) is being renumbered as Rule 78A, as it applies to all general meetings.

SPECIAL RESOLUTION 7

"That the Constitution of Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited is amended by deleting Rule 88 and inserting instead the following new Rule 88:

"88. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a general meeting convened on the request of members is not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote, and at all other general meetings and at all annual general meetings is not less than 50 members of the Club who are present and entitled to vote."

Explanatory Notes to Special Resolution 7

1. Existing Rule 88 provides that the quorum required for general meetings called by the Board and for all annual general meetings is 100 members present and entitled to vote. If Special Resolution 7 is passed, the quorum for these meetings will be reduced to 50.
2. The reasons for seeking a reduction in the size of a quorum for general meetings called by the Board and for annual general meetings are:
 - (a) most registered clubs have a quorum for general meetings called by the Board and for annual general meetings of anywhere between 20 and 50. A quorum of more than 50 is unusual;
 - (b) if Board elections commence on the day of an annual general meeting (in an election year) but before the annual general meeting commences as is permitted under Rule 55(j)(i) of the Constitution), it is possible that the current quorum of 100 will not be present at the annual general meeting. It would be desirable to commence the Board election at least an hour before the annual general meeting commences to increase the possibility of the election being completed by lunchtime on the day of the relevant annual general meeting and for the annual general meeting to be completed by then.

SPECIAL RESOLUTION 8

"That the Constitution of Club Marconi of Bossley Park Social Recreation and Sporting Centre Limited is amended by deleting Rule 57 and inserting instead the following new Rule 57:

- "57. (a) A member or guest of a member must not at any time issue, distribute or disseminate or cause another person to issue, distribute or disseminate any "how to vote" ticket or any written material advocating either for or against the election of any candidate or candidates to the Board either:*
- (i) within the Club's premises or surrounding precincts of the Club's premises; or*
 - (ii) through any form of electronic media.*
- (b) No person shall wear any clothing or carry any object in the Club's premises or in the surrounding precincts of the Club's premises that refers to the name of any candidates.*
- (c) Nothing in this Rule 57 prevents, in accordance with the By-laws approved by the Board from time to time:*
- (i) the publication of personal details of eligible candidates, including their personal details being placed on the Club Notice Board; or*

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the distribution of ballot papers, including instructions as to how the ballot papers may be validly completed and cast.
- (d) Any breach of this Rule by a member shall be deemed to be conduct prejudicial to the interests of the Club under Rule 47 and may be dealt with by the Board accordingly."

Explanatory note to Special Resolution 8

1. Existing Rule 57 prohibits distribution of "how to vote" tickets or written material within the Club's premises or surrounding precincts.
2. If Special Resolution 8 is passed, Rule 57 will be updated to keep pace with modern technology and will prevent a candidate or a member on behalf of a candidate from distributing how to vote material electronically.
3. In addition, the new rule will cover causing someone else to issue, distribute or disseminate "how to vote" material and wearing any clothing or carrying an object (such as a sign) in the Club's premises or surrounding precincts that refers to the name of any candidate as a director of the Club.

GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. A copy of the current Constitution of the Club is available for members on request to the Club office.
2. In accordance with Rules 19 to 22 of the Club's Constitution, only the following classes of members are entitled to vote on the Special Resolutions:
 - (a) Foundation Life Members;
 - (b) Honorary Life Members;
 - (c) Financial Life Members who have been Full Members of the Club for at least 12 continuous months in any category of Full membership immediately prior to admission to Financial Life membership of the Club; and
 - (d) Club Members of at least 3 continuous years standing.
3. A Special Resolution will only be passed if at least 75% of the members present and voting (being eligible to do so) vote in favour of the Special Resolution.
4. As a result of the Special Resolution provisions of the Corporations Act, each Special Resolution must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
5. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends that members vote in favour of the Special Resolutions to amend the Constitution.
7. Please direct any questions about the Special Resolutions to amend the Constitution to the Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

By Order of the Board



Anthony Zappia
Chief Executive Officer

27 August 2018



ABN 60 000 196 832

CLUB MARCONI

121-133 Prairie Vale Rd

Bossley Park NSW 2176

P 02 9822 3333 F 02 9822 3399

www.clubmarconi.com.au