



TOONGABBIE SPORTS & BOWLING CLUB (ABN 32 001 050 371)

Address: 12 Station Rd Toongabbie NSW 2146
Postal: PO BOX 91 Toongabbie NSW 2146
Email: info@toongabbiesportsclub.com.au

Telephone: 02 9624 6230
Facsimile: 02 9838 9641

19 June 2015

NOTICE OF GENERAL MEETING TOONGABBIE SPORTS & BOWLING CLUB LIMITED ABN 32 001 050 371

NOTICE is hereby given of a General Meeting of Toongabbie Sports & Bowling Club Limited to be held on **Monday 20 July 2015** commencing at **7:00pm** at the premises of the Toongabbie Sports & Bowling Club located at 12 Station Road, Toongabbie.

Business

At the meeting, members will be asked to consider and if thought pass the Ordinary Resolution and Special Resolutions contained in this Notice.

Ordinary Resolution

1. To be passed the Ordinary Resolution must receive votes from a simple majority (ie 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. The Ordinary Resolution should be read in conjunction with the notes to members which follow the Ordinary Resolution.
3. All members (except Honorary members, Provisional members and Temporary members) are eligible to vote on the Ordinary Resolution.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
5. The Board of the Club recommends the Ordinary Resolution to members.

Ordinary Resolution 1

That H. W. Rowan, Miller & Company be removed from the office of auditor of Toongabbie Sports & Bowling Club Limited.

Explanatory Notes on Ordinary Resolution

- In order to comply with the Corporations Act, the members must approve the removal of the appointed auditor. Having regard to this, the Ordinary Resolution proposes for members to approve the removal of H. W. Rowan, Miller & Company as the Club's auditors.
- H. W. Rowan, Miller & Company has elected not to make representations to the members of the club for the provision of continued services.

Special Resolutions

1. To be passed a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
2. Each Special Resolution should be read in conjunction with the notes to members which follow the Special Resolution.
3. Only Life members and financial Ordinary Members (Bowling) are eligible to vote on the Special Resolutions.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
5. The Board of the Club recommends each of the Special Resolutions to members.

Special Resolution 1

That, subject to the Ordinary Resolution being passed, Bishop Collins Audit Pty Ltd of 1/1 Pioneer Avenue Tuggerah be hereby appointed as auditor of Toongabbie Sports & Bowling Club Limited.

Explanatory Notes on Special Resolution 1

- Special Resolution 1 will only be considered if the Ordinary Resolution 1 is passed.
- In order to comply with the Corporations Act the members must approve the appointment of Bishop Collins Audit Pty Ltd as the new auditor of the Club.

- Attached to this notice is a copy of the nomination of Bishop Collins Audit Pty Ltd as the auditor of the Club.
- Bishop Collins Audit Pty Ltd have provided the Club with their written consent to be appointed as the auditor.

Special Resolution 2

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

That the Constitution of Toongabbie Sports and Bowling Club Limited be amended by:

- (a) **deleting** from Rule 6(c) the words “*certificate of registration under Part 2 of the Registered Clubs Act*” and in lieu thereof **inserting** the words “club licence under the Liquor Act”.
- (b) **deleting** from Rule 6(c) the words “such a certificate” and in lieu thereof **inserting** the words “*such a licence*”.
- (c) **inserting** the following new Rules 8(d) and (e):
- “(d) *Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.*
- “(e) *Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.*”
- (d) **deleting** Rule 9(k) and in lieu thereof **inserting** the following new Rule 9(k):
- “(k) *To sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.*”
- (e) **deleting** Rule 9(o) and in lieu thereof **inserting** the following new Rule 9(o):
- “(o) *To apply for and obtain a club licence under the Liquor Act, entitlements under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary or desirable for the conduct of the Club.*”
- (f) **deleting** Rule 14 and in lieu thereof **inserting** the following new Rule 14:
- “14. *The number of Full members having the right to vote in election of the Board shall not be less than a minimum required by the Registered Clubs Act.*”
- (g) **deleting** Rules 20(d) to (g) inclusive and in lieu thereof **inserting** the following new Rules 20(d) to (f) inclusive:
- “(d) *Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.*
- “(e) *Honorary members who are not Full members of the Club are entitled to introduce guests into the Club and to the social privileges of the Club and to play bowls and such other games recreations pastimes as determined by, or on the invitation of the Board.*
- “(f) *Honorary members who are not Full members of the Club are not entitled to attend or vote at any meeting of the Club or be elected or appointed as Officers of the Club.*”
- (h) **inserting** at the end of Rule 21(d) the words “*and subject to Rule 87(l), to introduce guests into the Club.*”
- (i) **deleting** from Rule 21(e) the words “*The Board or the Chief Executive Officer*” and in lieu thereof **inserting** the words “*The Chief Executive Officer or senior employee then on duty*”.
- (j) **deleting** Rule 24 and in lieu thereof **inserting** the following new Rule 24:
- “24. (a) *A person shall not be admitted as an Ordinary member of the Club (other than as a Life member) unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.*
- (b) *The names of the members present and voting at that Board or election committee meeting shall be recorded by the Chief Executive Officer of the Club.*
- (c) *The Board or election committee may reject any application for membership without giving any reason.*
- (d) *Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:*
- (i) *the full name of the applicant; and*
- (ii) *the residential address of the applicant;*
- (iii) *the date of birth of the applicant;*
- (iv) *the occupation of the applicant;*
- (v) *a statement to the effect that the applicant agrees to be bound by Constitution and By-laws of the Club;*
- (vi) *the signature of the applicant;*
- (vii) *such other particulars as may be prescribed by the Board from time to time.*

- (e) *Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:

 - (i) *the joining fee (if any) and the appropriate subscription; and*
 - (ii) *evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.**
- (f) *The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Chief Executive Officer.*
- (g) *A person whose application has been signed by an authorised officer of the Club in accordance with Rule 24(f) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.*
- (h) *The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.*
- (i) *An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.*
- (j) *The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Chief Executive Officer shall cause any joining fee and subscription paid by the person to be returned to that person."*

(k) **deleting** Rules 28 and 29 inclusive and in lieu thereof **inserting** the following new headings and Rules 28 and 29:

"DISCIPLINARY PROCEEDINGS

- "28. (a) *Subject to Rule 28(b), the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:*
- (i) *in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of the Constitution or any By-Law; or*
 - (ii) *is, in the reasonable opinion of the Board;*
 - (1) *guilty of any conduct prejudicial to the interests of the Club; or*
 - (2) *guilty of conduct which is unbecoming of a member.*
- (b) *The following procedure shall apply to disciplinary proceedings of the Club:*
- (i) *A member shall be notified of:*
 - (1) *any charge against the member pursuant to Rule 28(a) and*
 - (2) *the date, time and place of the meeting of the Board at which the charge is to be heard.*
 - (ii) *The member charged shall be notified of the matters in paragraph (a) of this Rule 28(b) (i) by notice in writing by a prepaid letter sent by post 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:*
 - (1) *attend the meeting for the purpose of answering the charge; and*
 - (2) *submit to the meeting written representations for the purpose of answering the charge.*
 - (iv) *If the member fails to attend such meeting:*
 - (1) *the charge may be heard and dealt with and the Board may decide on the evidence before it; and*
 - (2) *the Board may impose any penalties,*
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 made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.*
 - (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 an appropriate penalty for the charge of which the member has been found guilty.*

- (viii) *No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion by secret ballot.*
 - (ix) *The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 28(b).*
 - (x) *Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.*
- 28A. *If a notice of charge is issued to a member pursuant to Rule 20(b)(i):*
- (a) *the Board by resolution; or*
 - (b) *the Chief Executive Officer (independently of the Board)*
- 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 or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.*
- 28B. *Subject to Rules 20C and 20D, a member who:*
- (a) *incurs a debt to the Club; and*
 - (b) *fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof*
- may, by resolution of the Board, be suspended or expelled from membership.*
- 28C. *A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 28B.*
- 28D. *The provisions of Rule 28 shall not apply to any member suspended or expelled pursuant to Rule 28B.*

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

29. (a) *In addition to any powers under section 77 of the Liquor Act, the Chief Executive Officer or, subject to Rule 29(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:*
- (i) *who is then intoxicated, violent, quarrelsome or disorderly; or*
 - (ii) *who, for the purposes of prostitution, engages or uses any part of the premises of the Club;*
 - (iii) *whose presence on the premises of the Club renders the Club or the Chief Executive Officer liable to a penalty under the Registered Clubs Act or the Liquor Act;*
 - (iv) *who hawks, peddles or sells any goods on the premises of the Club;*
 - (v) *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;*
 - (vi) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer suspects of being a prohibited drug or prohibited plant;*
 - (vii) *whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.*
- (b) *If pursuant to Rule 29(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or (subject to Rule 29(e) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.*
- (c) *Without limiting Rule 20(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 29(a)(i)), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.*
- (d) *Without limiting Rule 29(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 29(a)(i)), the person must not:*
- (i) *remain in the vicinity of the Club; or*
 - (ii) *re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.*
- (e) *Without limiting the provisions of section 77 of the Liquor Act the employees who under Constitution are entitled to exercise the powers set out in this Constitution shall be:*
- (i) *in the absence of the Chief Executive Officer from the premises of the Club the senior employee then on duty; or*
 - (ii) *any employee authorised by the Chief Executive Officer to exercise such power."*

(l) **deleting** Rules 31 and 32 and in lieu thereof **inserting** the following new Rules 31 and 32:

"31. *Members must advise the Chief Executive Officer of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 32(a).*

32. The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full; and
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
 - (ii) the address.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 20(c)(iii) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the signature of the member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
- (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the date on which the entry of the guest's name in the register is made;
 - (iv) the signature of the member introducing the guest."

(m) **inserting** the following new Rule 44A:

"44A. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act."

(n) **deleting** Rule 48 and in lieu thereof **inserting** the following new Rule 48:

"48. The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) is disqualified for any reason referred to in Section 206B of the Act.
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
- (d) by notice in writing given to the Chief Executive Officer resigns from office as a director.
- (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
- (f) ceases to be a member of the Club.
- (g) becomes an employee of the Club.
- (h) fails to complete the mandatory training requirements for directors referred to in Rule 44A within the prescribed period (unless exempted)."

(o) **deleting** Rule 52(i), **inserting** the following new Rules 52(i) and (j) and **renumbering** the remaining provisions of Rule 52 accordingly:

- (i) Subject to paragraph (j) of this Rule, to sell, lease, exchange, or otherwise dispose of any furniture, fittings, equipment, plant, goods, or other rights (property or otherwise).
- (j) To sell, lease, exchange, or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act."

(p) **inserting** the following new Rule 59(d):

"(d) A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting."

(q) **deleting** Rule 61 and in lieu thereof **inserting** the following headings and new Rules 61 to 61C inclusive:

“DECLARATION OF INTERESTS BY DIRECTORS

- 61 (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 61A.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Chief Executive Officer of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (e) Rules 61(a) to 61(d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL PERSONAL INTEREST FROM VOTING

- 61A. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

CONTRACTS WITH DIRECTORS

- 61B (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A “pecuniary interest” in a company for the purposes of Rule 61B(a) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH CHIEF EXECUTIVE OFFICER

- 61C (a) Subject to Rule 61C(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Chief Executive Officer; or
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Chief Executive Officer;
 - (iii) any company or other body in which the Chief Executive Officer or a close relative of the Chief Executive Officer has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 61C(a) does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
 - (ii) otherwise permitted by the Registered Clubs Act.”

(r) **deleting** Rules 81 to 85 inclusive and in lieu thereof **inserting** the following new Rules 81 to 85 inclusive:

- “81. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
82. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
83. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.

84. *In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:*
- (a) *the financial report of the Club; and*
 - (b) *the directors' report;*
 - (c) *the auditors' report on the financial report.*
85. *Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board."*

(s) **deleting** Rule 87 and in lieu thereof **inserting** the following new Rule 87:

- "87
- (a) *Subject to Rule 87(b), all members shall have the privilege of introducing guests to the Club.*
 - (b) *A Temporary member may introduce a guest only in accordance with Rule 87(l).*
 - (c) *Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 32(d).*
 - (d) *No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.*
 - (e) *No member shall introduce any person as a guest:*
 - (i) *who has been expelled from the Club; or*
 - (ii) *whose membership is then suspended;*
 - (iii) *who is then refused admission to or being turned out of the Club.*
 - (f) *Members shall be responsible for the conduct of any guests they may introduce to the Club.*
 - (g) *The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.*
 - (h) *No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.*
 - (i) *A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.*
 - (j) *A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.*
 - (k) *The Chief Executive Officer or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.*
 - (l) *A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:*
 - (i) *who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and*
 - (ii) *who does not remain on the Club premises any longer than that Temporary member;*
 - (iii) *in relation to whom the member is a responsible adult.*
 - (m) *For the purposes of Rule 87(l)(iii), "responsible adult" means an adult who is:*
 - (i) *a parent, step-parent or guardian of the minor; or*
 - (ii) *the minor's spouse or de facto partner;*
 - (iii) *for the time being, standing in as the parent of the minor."*

(t) **inserting** at the end of Rule 88 the words *"Notwithstanding this, the Club may execute a document (including a deed) without using the Seal if that document is signed by two members of the Board or one member of the Board and the Chief Executive Officer."*

(u) **deleting** Rule 89 and in lieu thereof inserting the **following** new Rule 89:

- "89.
- (a) *A notice may be given by the Club to any member either:*
 - (i) *personally; or*
 - (ii) *by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
 - (iii) *by sending it to the electronic address (if any) nominated by the member.*
 - (b) *Where a notice is sent by post to a member in accordance with Rule 89(a) the notice shall be deemed to have been received by the members:*
 - (i) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*

- (ii) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*
- (c) *Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.”*
- (v) **deleting** Rule 91 and in lieu thereof **inserting** the following new Rule 91:
 - “91. (a) *“Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.*
 - (b) *The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.”*

Explanatory Notes on Special Resolution 2

1. Special Resolution 2 proposes a series of amendments to the Constitution to bring the Constitution into line with best practice and the requirements of the Corporations Act, Gaming Machines Act, Liquor Act and Registered Clubs Act.
2. **Paragraphs (a) and (b)** delete references to the certificate of registration which was previously held by the Club and inserts references to the club licence which is now held by the Club.
3. **Paragraph (c)** inserts new provisions relating to gaming which are consistent with the Gaming Machines Act.
4. **Paragraphs (d) and (e)** slightly amend the objects of the Club to bring them into line with the Gaming Machines Act, Liquor Act and Registered Clubs Act.
5. **Paragraph (f)** clarifies that the number of Full members having the right to vote in the election of the Board shall not be less than such minimum prescribed by the Registered Clubs Act.
6. **Paragraph (g)** amends existing provisions relating to Honorary members to bring the Constitution into line with the Registered Clubs Act.
7. **Paragraphs (h) and (i)** amend existing provisions relating to Temporary members to bring the Constitution into line with best practice and the Registered Clubs Act.
8. **Paragraph (j)** introduces a new system of making application for membership of the Club. The Constitution currently requires each new applicant for membership to be proposed by one and seconded by another member. This is not required by legislation. Under the new system, applicants for membership will only be required to supply proof of their identity at the time of submitting their applications for membership (and not be proposed and seconded for membership).
9. **Paragraph (k)** amends existing provisions relating to disciplinary proceedings and the removal of persons from the premises of the Club to bring the Constitution into line with best practice and the Liquor Act.
10. **Paragraph (l)** clarifies that members must advise the Club within seven (7) days of changing their address. This paragraph also amends existing provisions relating to the registers of members and guests to bring the Constitution into line with the Registered Clubs Act.
11. **Paragraph (m)** clarifies that any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
12. **Paragraph (n)** amends existing provisions relating to vacancies on the Board to bring the Constitution into line with the Corporations Act, Liquor Act and Registered Clubs Act.
13. **Paragraph (o)** clarifies that the Board’s power to dispose of Club land is subject to the requirement of the Liquor Act and Registered Clubs Act.
14. **Paragraph (p)** inserts a new provision which allows board meetings to be called or held using any technology consented to by all the directors. This is consistent with best practice and the Corporations Act.
15. **Paragraph (q)** amends existing provisions relating to corporate governance to bring the Constitution into line with the Corporations Act and Registered Clubs Act.
16. **Paragraph (r)** amends existing provisions relating to the reporting requirements of the Club and the auditor to bring them into line with the Corporations Act.
17. **Paragraph (s)** amends existing provisions relating to guests of members to bring the Constitution into line with the Liquor Act and Registered Clubs Act.
18. **Paragraph (t)** amends existing provisions relating to the execution of documents by the Club to bring them into line with the Corporations Act.
19. **Paragraph (u)** amends existing provisions relating to notices to members to bring them into line with the Corporations Act.
20. **Paragraph (v) amends existing provisions relating to indemnities for directors to bring them into line with the Corporations Act.**

INFORMATION TO MEMBERS

Members are advised that questions concerning these resolutions or any other matters must be in writing and handed to the CEO by 5.00pm by Friday 17 July 2015 to be considered and responded to at this meeting.

Dated 19 June 2015 by Direction of the Board



ANDREW LAURIDSEN
Chief Executive Officer
Toongabbie Sports Club Ltd

(Nomination of New Auditor)

The Secretary Manager
Toongabbie Sports and Bowling Club Ltd

Pursuant to Section 328B(1) of the Corporations Act we hereby nominate Bishop Collins Audited Proprietary Limited to be the auditor of Toongabbie Sports and Bowling Club Ltd.

Dated: 4th June 2015

DAVID NOBENT 10254

Proposer (print name & membership no.)



Proposer signature

DUANE GORRY 10250

Secunder (print name & membership no.)



Secunder Signature

Bluestone
PIZZA & GRILL

AMAZING
VALUE!

8 of the \$8 best for 8

MONDAY - FRIDAY MEMBERS LUNCH SPECIALS

AVAILABLE FROM 11.30-2.30PM • NON-MEMBERS ONLY \$11.90

- | | |
|---------------------------------|--------------------------|
| 1 Beef Burger & Chips | 5 Calamari & chips |
| 2 Napolitana Pasta ^v | 6 Prawn Cutlets & chips |
| 3 Battered Fish & Chips | 7 Thai fish cake & salad |
| 4 Bangers & Mash | 8 Grilled Chicken Salad |

Add Side Salad \$2.50

NOT AVAILABLE ON PUBLIC HOLIDAYS OR SPECIAL EVENT DAYS • NO MEMBERS REWARD POINTS APPLY
NO FURTHER DISCOUNTS OR OFFERS APPLY • ^v VEGETARIAN

DON'T Forget to RENEW !!

TAX TIME THANKS

Saving members \$\$\$

FINANCIAL MEMBERS GET
10% OFF
FOOD, TAP BEER &
HOUSE WINE

STD PRICE \$4.80
Save 91c



STANDARD SCHOONER
includes cash discount
of 48c and rewards
back of 43c

STD PRICE \$24.90
Save \$4.73



400G NEW YORK STEAK
includes cash discount
of \$2.49 and rewards
back of \$2.24

STD PRICE \$6.50
Save \$1.24



**JACOBS CREEK CAB SAV
PICCOLO**
includes cash discount of 65c
and rewards back of 58c

*Here's a few examples of
how we put money back
in your pocket!*

*Come into the club
during July for more
great offers on food and
drinks.*

*Show your membership
card to save.*

July Member's Sale On Now

In July, Toongabbie Sports Club is giving a big **THANK YOU** to all our financial members by rewarding you for your support with **10% OFF ALL STANDARD MENU ITEMS IN JULY.**

All you have to do is present your financial membership card when purchasing. If you haven't renewed your membership, then now is the time!

Starts 1/7/15 finishes 31/7/15.
Excludes already discounted items.
No further discounts or offers apply.
Financial members Card must be used to
access the discount.

12 Station Rd Toongabbie NSW 2146 | (02) 9624 6230
OPEN 7 DAYS Sun - Thu 9am - Midnight, Fri & Sat 9am-1am
info@toongabbiesportsclub.com.au | www.toongabbiesportsclub.com.au

TOONGABBIE
SPORTS