

28 SEPTEMBER 2023***Chairmans Report***

Dear Members,

I must start by thanking all of our loyal members who continue to choose to visit Toongabbie Sports and enable our club to provide increasing support to our community. Without this support we would not have achieved another successful year of operations.

In addition to supporting our own bowlers, fishers and golfers we now directly support thirteen local junior sports clubs including Greystanes Football, Kings Langley Baseball, Kings Langley Cricket, Nagle Hills Spirit Netball, Parramatta District Cricket, Parramatta Goannas AFL, Pendle Hills Colts Cricket, Pendle Hill Football, Prospect United Netball, Starlight's Netball, Toongabbie Demons Football, All Saints Toongabbie Tigers JRLFC and Winston Hills Hawks JRLFC.

We contributed more than \$225,000 to many, many community groups in 2023!

It is always pleasing to see these groups at the club and the kids being active in the community week in week out in part thanks to your support, look out for our logo.

And it is the popularity of the club that has driven the soon to be completed extensions (costing \$4.5M) that will add kids play areas, expanded Non Smoking alfresco spaces and expanded social outdoor spaces. We apologise for any inconvenience but are sure you will agree the changes will keep the club as a popular choice for your next social gathering.

We well and truly understand the financial pressures on households and we continue to provide an abundance of free entertainment. Last year we had more than 30 free gigs that contributed well over \$100,000 into our local artists who did it really tough during covid. We are on track to deliver the same levels of entertainment this year so maybe come and catch Kick on 28 October, Jellybean Jam on 10 November or 80s Flashback on NYE – all free gigs!

Equally we have chosen to absorb the most recent Tax increases on alcohol with a standard schooner still only \$6 for members PLUS 10% back to you in Rewards Points and we continue to work to provide quality affordable meals through our Brasserie.

Starting soon we have our new Badge Draw that will see more than \$105,000 in cash prizes over the next 12 months.

A big well done to our Bowlers this year with our Grade 2 men's winning the Zone Flag and making the State Finals, while Grade 4 Men's reached the Zone finals and our Ladies reaching the State Finals in the District Seniors 4's.

None of these things happen by accident so a big thankyou to all the volunteers who put these community sports events on. Thanks also to my colleagues on the Board - Tim Heyes, Rob Brownlow, John Burgess, David Rothery and Peter Smith for your dedication and support throughout the year.

My thanks and gratitude go to David Nugent after 2 decades on the Board who has just recently retired, your input and friendship will be sadly missed, but we wish you and Chris well in your retirement on the north coast.

To our staff I thank you for all of your efforts throughout the year and making Toongabbie the awesome little club it is with a special note to Roxanne, Bethany and Andrew all marking 10 years at the club.

Duane Gorry, Chairman

CEO's Report

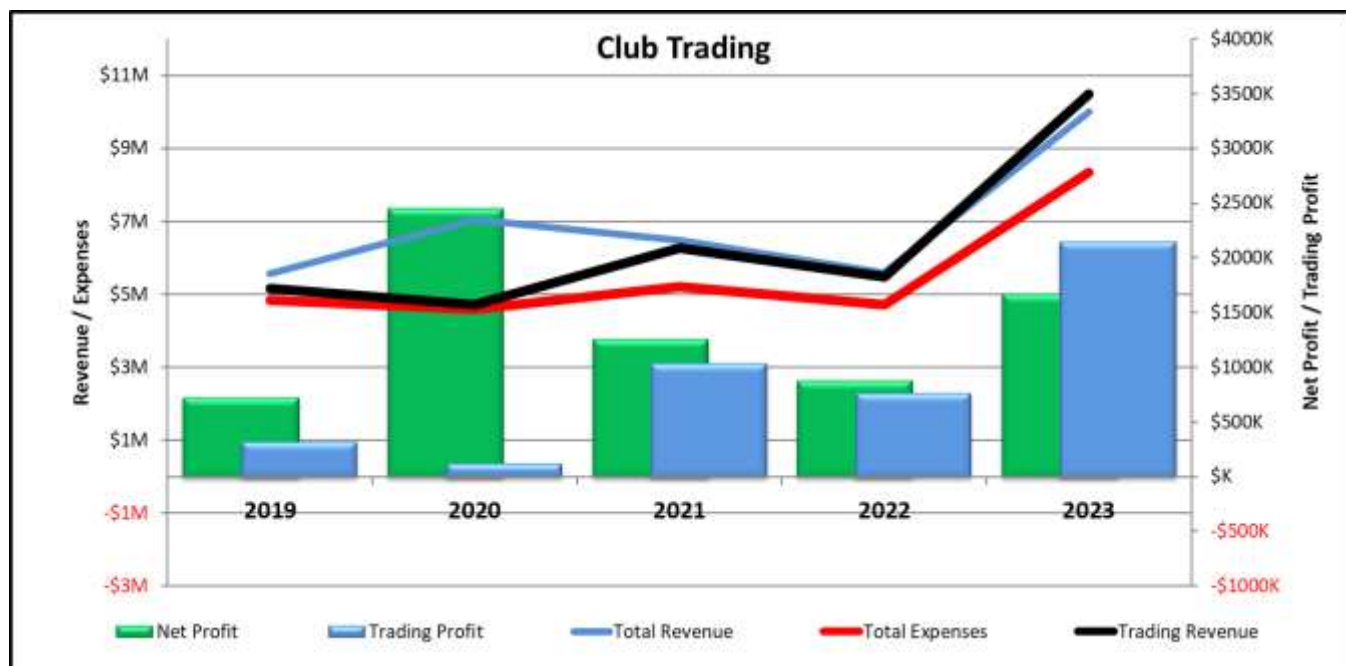


As covered by the clubs chairman it has been a successful year with the club posting a surplus of \$1.015M that grew to \$1.675M after revaluations.

The club has been the busiest ever which is why we have expanded the clubs footprint to provide more space for people to relax and enjoy each others company. So hopefully by the time you are reading this you can head down and enjoy the \$4.5M renovations bringing more of everything to our members and local community.

Club revenue increased to \$9,348,139 (2022: \$5,600,262) being an increase of 71% against 2022's covid affected result but remains 51% better than any previous result.

Expenses increased to \$8,332,274 (2022: \$4,711,316) up 76% reflecting the costs associated with increases in trade.



The clubs Current Assets increased by \$885,879 while Non-Current Liabilities increased only \$7,274.

As noted above full valuations were undertaken this year to ensure our accounts remain accurate and compliant that saw some losses on residential properties and gains on club assets. The loss on the residential property was expected and unavoidable.

As noted last year the club's electricity costs have increased 80% after coming off contract in December from the same usage costs – thankfully our large solar array is offsetting 15% of the club's total usage, but it remains a significant increase.

As noted in the Chairmans report the club to absorb CPI and tax increases and has so far absorbed the wage and superannuation increases as well as all other costs increasing at an increasing pace. We will continue to provide what relief we can to our members and regardless will continue to support our community to the best of our ability.

So, a big thankyou to all of the staff at the club, without your support, patience and dedication the club would not be able to achieve what it does year after year. To the clubs Board, as always, I appreciate the support and trust you demonstrate in me and the team that continues to see our small club prospering despite the significant competition in the area.

Thanks also to Stanley and his catering team and David and his greens crew for the awesome work you do in ensuring our members, guests and the wider community get great value on quality products.

And my biggest thanks to all of our regular members who enjoy our club regularly – See you soon!

Andrew Lauridsen, CEO

Notice is hereby given that the

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

Will be held at the premises of the Toongabbie Sports & Bowling Club located at 12 Station Road, Toongabbie on
MONDAY 23 OCTOBER 2023 at 7PM

THE BUSINESS OF THE MEETING IS

- A. To confirm the Minutes of the 2022 Annual General Meeting held on 24 October 2022.
- B. To receive and consider the Reports of the Board.
- C. To receive and consider the Balance Sheet, Profit and Loss Account and the Report of the Auditor.
- D. To declare the result of the election of the seven Directors (if required).
- E. To deal with any Business of which due notice has been given.
- F. To allow the Members as a whole to ask questions about or make comment on the management of the club.

Ordinary Resolutions

To be passed an 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. Each Resolution should be read in conjunction with the notes to members which follow the Resolution. All members (except Honorary members, Provisional members and Temporary members) are eligible to attend the meeting and vote on the Ordinary Resolutions.

Under the Registered Clubs Act:

- members who are employees of the Club are not entitled to vote; and
- proxy voting is prohibited.

The Board of the Club recommends each of the Resolutions to members.

Ordinary Resolution 1

That pursuant to the Registered Clubs' Act:

- (a) The Members hereby approve expenditure by the Club in a sum not exceeding \$25,000 over the following twelve months for the following activities of Directors:
 - (i) The 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.
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' 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 of the Club and other promotional activities as is performed as a Director in relation to the Club which expenses are approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of such expenditure.
 - (iv) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
 - (v) The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
 - (vi) That the Members hereby approve expenditure by the Club in a sum not exceeding \$7,500 for the purpose of providing each Director and the Welfare Officer with a uniform.
- (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.

Explanatory Notes

- *In order to comply with the Registered Clubs Act the members must approve the benefits listed above.*
- *The Board recommends this resolution to the meeting.*

Ordinary Resolution 2

That pursuant to the Registered Clubs' Act:

- (a) The Members hereby approve for 7 Directors, 2 Men's Bowling Club representatives, 2 Women's Bowling Club representatives and the clubs Welfare Officer to be provided priority parking in spaces so designated.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those noted above.

Explanatory Notes

- *In order to comply with the Registered Clubs Act the members must approve the benefits listed above.*
- *The Board recommends this resolution the meeting.*

Ordinary Resolution 3

That pursuant to the Registered Clubs' Act:

- (a) That the Members hereby approve the members of the board receiving honoraria from the Club to a value of \$4,000 per director to be paid in kind.
- (b) That the Members hereby approve the clubs Welfare Officer receiving honoraria from the Club to a value of \$1,500 to be paid in kind.
- (c) The Members acknowledge that the benefits listed above are not available to members generally.

Explanatory Notes

- *In order to comply with the Registered Clubs Act the members must approve the benefits listed above.*
- *The Board recommends this resolution to the meeting.*

Special Resolutions

To be passed, this Special Resolution must receive votes from not less than 4/5^{ths} of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.

Each Special Resolution should be read in conjunction with the notes to members which follow the Special Resolution.

Only Life members and financial Ordinary Members (Bowling) are eligible to vote on the Special Resolutions. Under the Registered Clubs Act:

- members who are employees of the Club are not entitled to vote; and
- proxy voting is prohibited.

The Board of the Club recommends each of the Special Resolutions to members.

Special Resolution 1

[The First 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) **inserting** the following new definitions in Rule 2 as follows:
 - ““Director Identification Number” means the number that is referred to by the same words in section 1272C of the Law that a member of the club must have before that member can be nominated for office as a director of the Club.*
 - “Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.”*
- (b) **deleting** the definition of “Disciplinary Committee” in Rule 2 and **inserting** the following new definition:
 - ““Disciplinary Committee” means a committee of three or more persons as may be appointed by the Board from time to time. The Disciplinary Committee may consist of directors, employees and members of the Club.”*
- (c) **inserting** into Rules 18(a) and (b) the words “(if any)” after the words “applicable annual subscription”.
- (d) **deleting** Rule 18(d) and **inserting** the following new Rule 18(d):
 - “(d) “Provisional Member” means a person who has paid the entrance fee (if any) and the applicable annual subscription for one of the categories of ordinary membership set out in paragraphs (a) to (c) above (if any) but who has not been elected to that category of membership. A Provisional Member may be entitled to all of the privileges and advantages of the category of membership for which that person has applied but is not entitled to vote at any meetings of the Club. A person will cease to be a Provisional Member upon approval or refusal of that person’s application by the Board in accordance with Clause 24.*
 - (i) The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club’s premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.”*
- (e) **deleting** from Rule 21(c)(i) the word “greater” and in its place **inserting** the word “other”.

- (f) **deleting** Rule 21(e) and in its place **inserting** the following new Rule 21(e):
 “(e) *The Chief Executive Officer or senior employee then on duty has the power to cancel the temporary membership of any person and/or remove a Temporary Member from the premises of the Club at any time and without assigning any reason.*”
- (g) **inserting** new Rule 21(g) as follows:
 “(g) *A person may be admitted to Temporary Membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the Authority). A person admitted to Temporary Membership under this Clause 21(g) shall only be required to enter their relevant details in the register of Temporary Members referred to in Clause 32(c) on the first day that they enter the Club’s premises during that period.*”
- (h) **inserting** into Rule 24(d) the words “, either created in hard form or electronically” after the words “be in writing”.
- (i) **deleting** Rule 24(d)(iv) and in its place **inserting** the following new Rule 24(d)(iv):
 “(iv) *the telephone number and the email address of the applicant;*”
- (j) **deleting** Rule 24(d)(vi) and in its place **inserting** the following new Rule 24(d)(vi):
 “(vi) *the signature of the applicant and, in the case of an Ordinary member (Junior), the signature of the parent or guardian of the applicant;*”
- (k) **deleting** Rule 24(e) and **inserting** the following new Rules 24(e) and (eA):
 (e) *Except in the case of an electronic application for membership, 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 (if any); 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.*
 (eA) *Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as may be determined by the Board by By-Law from time to time.*
- (l) **inserting** into Rule 24(f) after the words “membership is presented” the words “in accordance with Clause 24(e)”.
- (m) **inserting** into Rule 24(g) after the words “membership applied for” the words “(if any)”.
- (n) **deleting** from Rule 24(h) the words “and address”.
- (o) **deleting** Rule 24(i) and in its place **inserting** the following new Rule 24(i):
 “(i) *An interval of at least fourteen (14) days shall elapse between the Club’s receipt of the nomination form (including an electronic nomination form in accordance with Clause 24(eA)) of a person for election and the election of that person to membership of the Club.*”
- (p) **deleting** Rule 27 and in its place **inserting** the following new Rule 27:
 “(a) *A member may at any time resign from his or her membership of the Club by either:*
 (i) *giving notice in writing to the Secretary; or*
 (ii) *returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.*
 (b) *A resignation pursuant to Clause 27(a) shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.*
 (c) *Any person who has not paid his or her joining fee, subscription, levy or other payment:*
 (i) *by the due date shall cease to be entitled to the privileges of membership of the Club; and*
 (ii) *by the 31st of August, shall cease to be a member of the Club.*
 (d) *Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club and will continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for any sum not exceeding ten dollars [\$10.00] as a Member of the Club under Clause 12.*”
- (q) **deleting** Rules 28(b)(v) to (vii) and in their place **inserting** the following new Rules 28(b)(v) to (viiA):
 “(v) *After the Board has considered the evidence put before it, the Board may:*
 (1) *immediately come to a decision as to whether the member is guilty or not of the charge; or*
 (2) *advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.*
 (vi) *When the Board has made a decision as to whether the member is guilty or not, the Board must:*
 (i) *in the case of a decision under Clause 28(b)(v)(1), immediately inform the member of the Board’s decision; or*
 (ii) *in the case of a decision under Clause 28(b)(v)(2), inform the member of the Board’s decision in writing within seven [7] days of the date of the decision of the Board.*
 (vii) *If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:*
 (i) *at the meeting or afterwards; and*
 (ii) *by way of verbal or written submissions or a combination thereof.*”

- (viiA) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision."*
- (r) **inserting** new Rules 28(b)(xi) and (xii) as follows:
 "(xi) *The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge.*
 (xii) *The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in this Clause 28 is not strictly complied with provided that there was no substantive injustice for the member charged."*
- (s) **deleting** the words "*Disciplinary Committee*" in Rule 28A.
- (t) **deleting** from Rule 28B the words "*or for five (5) weeks whichever is the sooner*".
- (u) **deleting** Rule 29(a)(vi) and **inserting** in its place the following new Rule 29(a)(vi):
 "(vi) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer or an employee exercising this power suspects of being a prohibited drug or prohibited plant;"*
- (v) **deleting** Rule 31 and in its place **inserting** the following new Rule 31:
"Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details. The address so given will be deemed to be the Member's registered address for the purpose of the issue of notices."
- (w) **deleting** Rule 32(a)(ii) and **renumbering** the remaining provisions of Rule 32(a) accordingly.
- (x) **deleting** renumbered Rule 32(a)(iv) and in its place **inserting** the following new Rule 32(a)(iv):
 "(iv) *if the member is required to pay a subscription fee, the date on which that member last paid the annual fee for membership of the Club (excluding Life members)."*
- (y) **deleting** Rule 35 and in its place **inserting** the following new Rule 35:
"For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club."
- (z) **inserting** new Rule 44B as follows:
"A member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the date of his or her nomination for election to the Board."
- (aa) **deleting** Rules 47(a) and (b) and in its place **inserting** the following new Rules 47(a) and (b):
 "(a) *If the full number of candidates for Director is not nominated as prescribed then, subject to paragraph (b), those candidates who are nominated will be deemed to be duly elected to the position of Director and the unfilled positions shall be casual vacancies for the purposes of Clause 49. If there be more than the required number nominated for Director an election by secret ballot must take place but if there be only the requisite number nominated the Returning Officer must declare those nominated duly elected.*
 (b) *If, after the closing of nominations one or more candidates becomes ineligible or unavailable for election to the position of Director and such unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election then no election shall take place and the eligible candidates who have nominated shall be duly elected to the Board. If at the closing of the Annual General Meeting there remains any unfilled positions on the Board, the unfilled positions shall be casual vacancies for the purposes of Clause 49."*
- (bb) **inserting** new Rule 47(g) as follows:
 "(g) *The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure for the election as set out in this Constitution or in any applicable By-laws is not strictly complied with provided there is no substantive injustice for any candidates."*
- (cc) **deleting** Rule 48(e) and in its place **inserting** the following new Rule 48(e):
 "(e) *becomes prohibited from being a member of the Board by reason of any order or declaration made under the Law, the Registered Clubs Act or the Liquor Act;"*
- (dd) **inserting** new Rule 52(r) as follows:
 "(r) *to issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club."*
- (ee) **deleting** Rule 54 and in its place **inserting** the following new Rule 54:
"The Board must meet in person and/or by electronic means at least once in every Quarter for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board must be entered in a book provided for the purpose. The quorum of the Board is four [4] members of the Board."
- (ff) **deleting** Rule 59(d) and in its place **inserting** the following new Rules 59(d) and (e):
 "(d) *A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.*

- (e) *In addition to Clause 59(a), a resolution may be passed by the Board if the proposed resolution is emailed to all directors and the directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last eligible director sends their email agreeing to the resolution.*
- (gg) **inserting** at the end of Rule 63 the following words “A General Meeting of the members of the Club must be held for a proper purpose.”
- (hh) **deleting** Rule 71 and **inserting** the following new Rule 71:
“71. The members may give the Club notice of a resolution that they propose to move at a general meeting, provided that it accords with the requirements of Section 249N of the Law.”
- (ii) **inserting** the following new Rules 79A to 79E as follows:
“79A. The chairperson of a meeting:
 (a) *is responsible for the conduct of the general meeting; and*
 (b) *shall determine the procedures to be adopted and followed at the meeting;*
 (c) *may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.*
- ADDITIONAL MATTERS FOR GENERAL MEETINGS**
- 79B. *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Law. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Clause 79B will not operate in relation to a meeting called pursuant to a request or requisition of members as referred to in Clause 64.*
- 79C. *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Law.*
- 79D. *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*
- 79E. *If permitted by the Law, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Law shall apply to such meetings and to the extent of any inconsistencies between the Law and the Constitution, the provisions of the Law shall prevail.”*
- (jj) **deleting** Rule 81 and in its place **inserting** the following new Rule 81:
“81. The Board shall:
 (a) *cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Law and the Registered Clubs Act.*
 (b) *prepare, on a quarterly basis, financial statements that incorporate:*
 (i) *the Club’s profit and loss accounts and trading accounts for the quarter; and*
 (ii) *a balance sheet as at the end of the quarter.*
 (c) *cause the financial statements referred to in paragraph (b) of this Clause 81 to be submitted to a meeting of the Board.*
 (d) *make the financial statements referred to in paragraph (b) of this Clause 81 available to members of the Club within seven (7) days of the statements being adopted by the Board.*
 (e) *indicate, by displaying a notice on the Club’s premises and on the Club’s website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Clause 81.*
 (f) *provide a copy of the financial statements referred to in paragraph (b) of this Clause 81 available to any member on the written request of the member.”*
- (kk) **deleting** Rule 89(a) and in its place **inserting** the following new Rule 89(a):
“(a) Without limiting the provisions of the Law, 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 by any electronic means*
 (iv) *by notifying the member, either personally, by post or electronically, that the notice is available and how the member can access the notice.”*
- (ll) **inserting** into Rule 89(b) after the words “in accordance with Rule 89(a)” the reference “(ii)” so the reference to the Rule number reads “Rule 89(a)(ii)”.
- (mm) **inserting** new Rules 89(d) to (f) inclusive as follows:
“(d) Where a notice is provided to a member in accordance with Rule 89(a)(iv), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

- (e) *Where a notice is provided to a member in accordance with Rule 89(a)(i), the notice is deemed to be received on the day it is given to the member.*
- (f) *Where a notice is provided to a member in accordance with Rule 89(a)(iii), the notice is deemed to be received on the day it is sent electronically to the member."*
- (nn) **inserting** the new sub-heading and Rules 94 and 95 as follows:
 "94. **MEETINGS AND VOTING**
 (a) *In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):*
 - (i) *distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means, and/or*
 - (ii) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*
 - (iii) *allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.*
 95. *If there is any inconsistency between Clause 94 and any other provision of this Constitution, Clause 94 shall prevail to the extent of that inconsistency."*
- (oo) **By** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on the First Special Resolution

1. **The First Special Resolution** proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (**RCA**).
2. The Club's lawyers have advised the Club that the Constitution in its current form does not reflect the requirements of the law, the changing industry and best practices. The lawyers advised that the Constitution needed significant updating and these changes are identified in the First Special Resolution.
3. The amendments are to update the Constitution to accord for these changes. As required by law, further detailed notes explaining each of the amendments are listed in turn below.
4. Paragraphs (a) and (b) amend and insert new definitions used in the Constitution.
5. **Paragraphs (c) and (y)** amend the provisions dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
6. **Paragraph (d)** relates to changes to Provisional membership to bring the Constitution into line with the RCA.
7. Paragraphs (e), (f) and (g) relate to changes to Temporary membership to bring the Constitution into line with the RCA and best practice.
8. Paragraphs (h), (i), (j), (k), (l), (m), (n), (o), (w) and (x) deal with membership applications, the register of members the Club is required to keep at law and recent amendments to the RCA which remove the requirement to obtain details of a new members' occupation and having to put their address on the Noticeboard. The Club will also collect the email address and mobile number for new members in order to contact members via electronic means.
9. **Paragraph (p)** clarifies the circumstances where a member resigns their membership of the Club.
10. Paragraphs (q), (r) (s) and (t) inclusive amend the existing provisions relating to disciplinary matters to bring the Constitution into line best practice.
11. **Paragraph (u)** amends an existing provision relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
12. **Paragraph (v)** clarifies that members must notify the Club of changes to their contact details in order to keep Club records up to date.
13. **Paragraph (z)** inserts a new Rule 44B which requires all directors to have a Director Identification Number as required under the Corporations Act.
14. **Paragraph (aa)** amends Rules 47(a) and (b) to provide that if there is an insufficient number of nominees for the positions to be elected on the Board, rather than call for further nominations from the floor of the Annual General Meeting, those unfilled positions will be casual vacancies and may be filled by the Board in due course. Rule 47(b) has been amended to provide that if, after the closing of nominations, one or more candidates are in fact ineligible to be elected or nominated to the Board pursuant to the Constitution or the law, and if the number of eligible candidates remaining is less than the number required to be elected, those eligible candidates will be declared elected and the remaining positions shall be casual vacancies and can be filled by the Board in the usual course.
15. **Paragraph (bb)** simply clarifies that a failure to strictly follow all the procedures in the Constitution in relation to the election of the board does not invalidate the election process, provided that no candidates suffered any substantive injustice.

16. **Paragraph (cc)** simply clarifies that a director shall automatically vacate their position if they are prohibited from holding office as a director of a registered club due to the RCA, the Liquor Act or the Corporations Act.
17. **Paragraph (dd)** inserts a new provision relating to the powers of the Board to clarify that the Board can make reasonable requests of members to administer the proper conduct and management of the Club to bring the Constitution into line with best practice. The powers of the Board remain unchanged.
18. **Paragraph (ee)** amends the existing Rule to allow the Board to meet whenever required but at least once every 3 months and can use technology to hold Board meetings. This reflects a recent change to the RCA which removed the requirement for the Board to meet at least once a month and replaced it with a requirement to meet at least every 3 months and also allowed for electronic meetings to occur when required.
19. **Paragraph (ff)** also clarifies that the Board can pass resolutions by way of email. This is permitted by the Corporations Act and the RCA.
20. **Paragraph (gg)** simply clarifies that the Club's general meetings must be held for a proper purpose to reflect the requirements of section 249Q of the Corporations Act
21. **Paragraph (hh)** clarifies that a member's right to put forth resolutions and statements for consideration at a general meeting must meet the specific requirements of the Corporations Act.
22. **Paragraph (ii)** adds a new Rule 79A which sets out the powers of the chairperson of a general meeting in more detail which reflects the common law and adds in new Rules 79B to 79E inclusive relating to general meetings (including Annual General Meetings). The new Rules reflect the Corporations Act and the RCA including by giving the Board the power to cancel or postpone a meeting except one called at the request of members.
23. **Paragraph (jj)** amend existing provisions relating to financial accounts to be kept and the Club's reporting requirements to members to bring the Constitution into line with the Corporations Act and Registered Clubs Act.
24. Paragraphs (kk), (ll) and (mm) amend existing provisions regarding sending notices to members to bring the Constitution into line with the Corporations Act.
25. **Paragraph (nn)** inserts new Rules 94 and 95 which reflect recent changes to the RCA including allowing the Club to send notice of a general meeting and documents relating to a meeting electronically.
26. **Paragraph (oo)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

Special Resolution 2

[The Second 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

(pp) **inserting** the following new Rule 29A as follows:

"29A. ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- (a) *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve [12] months.*
- (b) *In respect of any suspension pursuant to Clause 29A(a), the requirements of Clause 28 shall not apply.*
- (c) *If the Secretary (or his or her delegate) exercises the power pursuant to Clause 29A(a), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
 - (i) *the member has been suspended as a member of the Club;*
 - (ii) *the period of suspension;*
 - (iii) *the privileges of membership which have been suspended; and*
 - (iv) *if the member wishes to do so, that he member may request (by notice in writing sent to the Secretary) that the matter be dealt with by the Board pursuant to Clause 28(b).*
- (d) *If a member submits a request in accordance with Clause 29A(c)(iv):*
 - (i) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
 - (ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Clause 28.*
- (e) *This Clause 29A applies to Full Members only and it does not limit or restrict the Club from exercising the powers contained in Clause 29 of this Constitution and the powers contained in section 77 of the Liquor Act."*

Notes to Members on the Second Special Resolution

1. **The Second Special Resolution** inserts a new Rule which gives the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club.

2. The member subject to the charge has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing. If a member makes such a request, the Club will commence disciplinary proceedings against the member in accordance with Rule 29 of the Club's Constitution in the usual manner and the Secretary's suspension will not apply.

INFORMATION TO MEMBERS

As permitted by the Corporations Act 2001 Sect 314 the Full Financial Report for the year; the Director's Report for the year and the Auditor's Report will be available from our website, www.toongabbiesportsclub.com.au; via post upon written request or via electronic copy upon request to info@toongabbiesportsclub.com.au.

Members are advised that questions concerning the Balance Sheet, Profit and Loss Statement or Auditor's Report must be in writing and handed to the CEO by 5.00pm Monday 16 October 2023 and that otherwise no new business, notices of motions or resolutions can be considered at the AGM.

Dated 28 September 2023 by Direction of the Board
ANDREW LAURIDSEN
Chief Executive Officer, Toongabbie Sports Club Ltd



FINANCIAL STATEMENTS

Members are advised that the clubs audited accounts will be available from the clubs website (www.toongabbiesportsclub.com.au), from club reception and mailed on written request.

PLAYER ACTIVITY STATEMENTS

Members are reminded that Loyalty Statements are available from the clubs Kiosk or from Club Staff. Terms and Conditions are available on the clubs website and from club reception.

Help is close at hand

NSW 1800 858 858

GAMBLEAWARE
gambleaware.nsw.gov.au
1800 858 858

