

NOTICE OF ANNUAL GENERAL MEETING

CASTLE HILL R.S.L. CLUB LIMITED

ACN 001 043 910

Notice is hereby given that the Annual General Meeting of the Castle Hill R.S.L. Club Limited ACN 001 043 910 (Club) will be held in the Sovereign Room of the Club's premises at 77 Castle Street, Castle Hill at 8:00pm on

TUESDAY, 30TH OCTOBER, 2018

BUSINESS

1. Apologies.
2. To receive and confirm the minutes of the previous Annual General Meeting held on Tuesday 31st October 2017.
3. To receive and consider the financial accounts for the year ended 30 June 2018 together with the Director's report, Director's statement and Auditor's report thereon. Specific questions relating to the financial accounts must be received not less than 48 hours prior to the meeting.
4. To consider, and if thought fit, to pass the Ordinary Resolutions set out under the heading "Ordinary Resolutions".
5. To consider, and if thought fit, to pass the Special Resolutions set out under the heading "Special Resolutions".
6. To consider and if thought fit, pass an ordinary resolution for the purposes of Rule 41 of the Club's Constitution confirming the following existing holders of the office of Patron of Castle Hill RSL Club will be returned, namely:
 - (a) The Federal Member for Mitchell for the duration of the office;
 - (b) The State Member for Castle Hill for the duration of office;
 - (c) The State Member for Hawkesbury for the duration of the office;
 - (d) The Mayor of the Hills Shire Council for the duration of office.
7. To consider and if thought fit, pass an ordinary resolution for the purposes of Rule 41 of the Club's Constitution confirming the following existing holders of the office of Patron of Parramatta RSL Club will be returned, namely:
 - (a) State Member for Parramatta for the duration of office;
 - (b) Federal Member for Parramatta for the duration of office;
 - (c) Lord Mayor of Parramatta for the duration of office; and
8. To declare the results of the 2018 election of the Board.
9. Any other business of which due notice has been given.

Please direct any questions about the Special Resolutions to the Group Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

A 2018 Castle Hill RSL Group Annual Report is available online at www.castlehillrsl.com.au

ORDINARY RESOLUTIONS

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

ORDINARY RESOLUTION NO. 1

“(a) That until the next Annual General Meeting, pursuant to the provisions of the *Corporations Act 2001* (Cth) and section 10(6)(b) of the *Registered Clubs Act 1976* (NSW), the members authorise the payment from the Club’s funds of a total sum not exceeding \$129,000 (excluding any Goods and Services Tax) as honoraria, this amount is to include all superannuation guarantee levy payments entitled to be paid to the eligible Directors in accordance with the law, such sum being distributed amongst the members of the Board as follows:

- (i) As to the President:
\$17,700 Honorarium
- (ii) As to each of the Vice Presidents and the Treasurer: \$15,400 Honorarium
- (iii) As to each of the other Directors:
\$13,000 Honorarium
- (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.”

ORDINARY RESOLUTION NO. 2

“(a) That until the next Annual General Meeting, pursuant to the provisions of the *Corporations Act 2001* (Cth) and sections 10(6)(d) and 10(6A) of the *Registered Clubs Act 1976* (NSW), the members hereby approve and agree to the expenditure by the Club of a sum not exceeding \$90,000 (excluding any Goods and Services Tax) for the professional development and education of any Director, as the Directors shall by resolution approve where such sum is:

- (i) applied in or towards the reasonable cost of food, travel, accommodation, registration fees or subscriptions incurred in attending such trade shows or displays, seminars, conferences, meetings, or visiting the premises of other registered clubs, gaming venues and hospitality venues to view or assess their facilities or operational systems, domestically and/or abroad; and

- (ii) approved by resolution of Directors as being reasonably incurred for the betterment of the Club.

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

ORDINARY RESOLUTION NO. 3

“(a) That until the next Annual General Meeting, pursuant to the sections 10(6)(b), 10(6)(d) and 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve the continuation of, and the provision of, the following rights and benefits to Directors, and such other persons if those persons are members of the Club at the relevant time, as from time to time the Directors shall authorise or approve:

- (i) the provision of designated/reserved car parking spaces for the exclusive use of Directors, including Life members, disabled persons (being members or guests of members), or such other persons as the Directors may, by resolution, from time to time authorise;
- (ii) each member of the Board be provided with the necessary tools of trade to professionally facilitate their roles and responsibilities as a Director;
- (iii) the use and enjoyment of the Club Boardroom and Bar therein for Directors and to entertain guests of the Club in such Boardroom and that all beverages served therein be at the Club’s expense;
- (iv) the right to provide any member elected as a Life member in accordance with the Club’s Constitution, with a Club blazer upon their election to Life membership;
- (v) the provision from Club funds of the reasonable cost of providing for each Director a Club uniform, blazer, tie and Club formal wear to be worn at Club functions and whilst attending to or carrying out any duties in relation to the Club whether at the premises of the Club or elsewhere;
- (vi) the provision from Club funds of the reasonable cost of Directors attending, at

the Club or elsewhere as representatives of the Club, such community, charity, special functions or occasions as the Board shall from time to time authorise and determine as being reasonably incurred in the course of their respective duties in relation to the Club;

- (vii) the provision from Club funds of tickets to be issued without charge and for the reasonable expenditure on provision of food and beverages provided to Directors and their guests (which expression shall include a Club member and a partner), where the Directors and their guests attend the Club in any function room including the Boardroom for any ANZAC Day celebrations or any other purposes in relation to the Club as the Directors shall, by resolution, approve upon production of such documentary evidence as the Directors deem sufficient in support of such expenditure being reasonably incurred in relation to the Club;

- (viii) the provision from Club funds of the reasonable expenditure on meals and beverages provided for each Director both immediately before or after any meeting of Directors including any sub-committee and in the case of meals where such meeting corresponds with a normal meal time and upon production of or in accordance with such invoices, vouchers, receipts or other properly written records evidencing the same and which is authorised by a current resolution of the Board as being reasonably incurred;

- (ix) the provision to each and every Director and Life Member of the Club for use without charge the facilities of the Club's Castle Hill Fitness & Aquatic Centre; and

- (x) the provision to each and every Director of the Club for use without charge of the other sports facilities of the Club.

(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 who are members of the Club and directly involved in the above activities."

ORDINARY RESOLUTION NO. 4

"That until the next Annual General Meeting, pursuant to section 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve the provision of an annual dinner for Life and/or those Veteran members who qualify for the annual dinner in that year at both Castle Hill RSL Club and Parramatta RSL Club and an invited guest without charge for the reasonable expenditure of food and beverage."

ORDINARY RESOLUTION NO. 5

"That until the next Annual General Meeting, pursuant to section 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve that, in respect of Life Members who have passed away and whose wake is held at the Club, the estate of the relevant Life Member will be entitled to up to \$500 contribution towards the cost of the same."

EXPLANATORY NOTES TO MEMBERS REGARDING ORDINARY RESOLUTIONS NOS. 1 TO 5

1. Ordinary Resolution No. 1 is to have the members approve a sum not exceeding \$129,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting in relation to Directors' honoraria. A sum of money paid to a member in respect of his services as a member of the Club's Board has to be approved by a resolution passed at a General Meeting at which the persons entitled to vote are the same as those entitled to vote on the election of Directors.

At the last Annual General Meeting, the sum of \$122,000 was approved to cover Directors' honoraria.

An increase of 5.7% has been applied to the honorarium of each director approved at the 2017 Annual General Meeting.

2. Ordinary Resolution No. 2 is to have the members approve a sum not exceeding \$90,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting for Directors to attend trade shows, displays, seminars, conferences, meetings, and to attend other registered clubs, gaming venues and hospitality venues to assess their facilities or operations, all of which enable the Board 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.

3. Ordinary Resolution No. 3 is to have the members approve certain additional rights and benefits to Directors and such other persons (if those persons are members of the Club) as the Directors may authorise or approve. These additional rights and benefits are directly related to the operation of the Club and to the activities of Directors incurred in relation to the Club.
4. Ordinary Resolution No. 4 is to have members approve certain additional rights and benefits to Life and/or those Veteran members who qualify over the next year that are not extended to any other member or class of membership unless they are a Life or a Veteran member.
5. Ordinary Resolution No. 5 is to have members approve certain additional rights and benefits to Life members who pass away that are not extended to any other member or class of membership unless they are a Life member.
6. All categories of members of the Club present at the Annual General Meeting, who may vote on the election of Directors, will be entitled to vote on Ordinary Resolutions Nos. 1 to 5 inclusive proposed at the Annual General Meeting.
7. Each of the Ordinary Resolutions must be passed as a whole and cannot be amended in substance from motions from the floor of the meeting or divided into two or more separate resolutions.
8. 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 at the meeting.

SPECIAL RESOLUTIONS

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

SPECIAL RESOLUTION NO. 1

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended as follows:

- In rule 49(a), replacing the reference to rule

"49(e)" with a reference to "49(f)", so that rule 49(a) will read as follows:

(a) Subject to Rules 49(b) to 49(f) and any other restriction or qualification contained in this Constitution, only the following classes of members are eligible to be nominated for, elected to and hold office on the Board:

- (i) Category 1 members;*
- (ii) Life members;*
- (iii) Category 2 members;*
- (iv) Veteran members;*
- (v) Parramatta RSL members;*
- (vi) Parramatta RSL Sub-Branch members; and*
- (vii) Lynwood Country Club members (who have attained the age of 18 years). "*

- Adding new rule 49(f) immediately after rule 49(e) as follows:

"(f) No member who:

(i) occupies a senior's independent living unit, assisted care living unit or is a resident of a residential aged care living facility which is owned, licensed, leased or operated by or on behalf of the Club; or

(ii) owns a senior's independent living unit or assisted care living unit developed by the Club and which was originally owned by the Club or a joint venture party or developer engaged by the Club;

• shall be eligible for nomination, election or appointment to the Board." Deleting the word "or" at the end of rule 74(i), replacing the full stop at the end of rule 74(j) with a semi colon and adding new rule 74(k) after rule 74(j) as follows:

"(k) becomes an:

(i) occupant of a senior's independent living unit, assisted care living unit or is a resident of a residential aged care living facility which is owned, licensed, leased or operated by or on behalf of the Club; or

(ii) owner of a senior's independent living unit or assisted care living unit developed by the Club and which was originally owned by the Club or a joint venture party or developer engaged by the Club."

EXPLANATORY MESSAGE REGARDING SPECIAL RESOLUTION NO. 1

1. At the 2017 Annual General Meeting, members declared part of the Club's land at Castle Hill and at Parramatta to be non-core property for the purposes of the Registered Clubs Act. This was to enable the land to be developed. In relation to the land at Castle Hill, the Club is moving forward with a proposed seniors independent living unit development and residential aged care facility.
2. To safeguard the independence of the Board, it is proposed that a member who is also an owner, occupant or resident of an independent senior's living unit or resident of the residential aged care facility, should not be eligible to hold office on the Club's Board. If they subsequently become an owner, occupant or resident of those assets or facilities, then under proposed new rule 74(k) they will lose office on the Board.
3. Although the Board has no intention of selling any independent living units or any part of the Club's land, but rather to enter into individual leases or licences with occupants/residents of the senior's independent living units, reference in proposed new rule 49(f) to an owner of such a unit is intended to cover every contingency concerning Board participation and future ownership of the units, given their proposed proximity to and co-location with the Club's premises.

SPECIAL RESOLUTION NO. 2

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended as follows:

- Deleting rule 49(c) and inserting instead the following new rule 49(c):

"(c) (i) At any one time, up to three (3) members of the Board may be:

- (1) Category 2 members;*
- (2) Life members (who were Full members in any class other than Category 1 membership immediately before becoming Life members);*
- (3) Veteran members (who were Full members in any class other than Category 1 membership*

immediately before becoming Veteran members);

- (4) Parramatta RSL members;*
- (5) Parramatta RSL Sub-branch members; or*
- (6) Lynwood Country Club members.*

(ii) For the avoidance of doubt, the aforementioned members in any combination may hold no more than the number of Board positions as specified in rule 49(c)(i) at any one time but nothing in this rule 49(c) reserves any positions on the Board for those classes."

EXPLANATORY MESSAGE REGARDING SPECIAL RESOLUTION NO. 2

1. For the purposes of this explanatory note, Life or Veteran members who were Category 1 members immediately before becoming Life or Veteran members, shall be referred to as "**eligible Life and Veteran members.**"
2. If Special Resolution 2 is passed, proposed new rule 49(c) will permit up to three (3) members of the Board being:
 - (a) Category 2 members;
 - (b) Life members (who were Full members in any class other than Category 1 membership immediately before becoming Life members);
 - (c) Veteran members (who were Full members in any class other than Category 1 membership immediately before becoming Veteran members);
 - (d) Parramatta RSL members;
 - (e) Parramatta RSL Sub-Branch members; or
 - (f) Lynwood Country Club members.
3. Existing rule 49(c) limits the number of Board members from the above classes to two (2). This Special Resolution will also give the Board power to appoint up to 3 members from the classes listed in Rule 49(c)(i) to any vacancy occurring on the Board after the 2018 Annual General Meeting (**AGM**). The 2018 Board election is unaffected by the proposed change to rule 49(c), as Special Resolution can only take effect

after the 2018 AGM.

4. Proposed new rule 49(c) does not reserve any positions on the Board for the above named classes of members. All candidates will need to be among the nine (9) highest polling candidates in an election of the Board in order to be elected to office.
5. The reasons for the proposed change to rule 49 of the Constitution are as follows:
 - (a) the average age and gender of Category 1 members (and eligible Life and Veteran members) and the relatively small percentage of these members in respect of the total Club membership;
 - (b) the likely further reduction in the percentage of Category 1 membership (and eligible Life and Veteran members) in respect of the total Club membership over time,
 - (c) recommendations of the Independent Pricing and Regulatory Tribunal's review of the Registered Clubs Industry (report dated June 2008) pertaining to lessening restrictions on Board membership (in order to widen the range of people who can become Board members); and
 - (d) providing a more balanced representation of the overall Club membership and the likely widening of the range of people who will seek to hold office on the Board.
6. Existing rule 49 of the Constitution, including rule 49(c), was adopted by a special resolution passed at the 2015 Annual General Meeting. This marked the first time that non-Category 1 members (and those Life and Veteran members who are not eligible Life or Veteran members) could hold office on the Board. The Board considers the proposed change to rule 49(c) to be progressive.
7. The position of Category 1 members (and eligible Life and Veteran members) of the Club generally in relation to the Club is not considered to be endangered by a Board comprising of up to three (3) members because:
 - (a) the Club's objects include promotion of

the objects of the Returned and Services League of Australia (rule 10(b) of the Club's Constitution);

- (b) the majority of the Board positions are retained by Category 1 members (and eligible Life and Veteran members); and
- (c) under rule 105 of the Club's Constitution, amendments to the Constitution require a special resolution passed by Category 1 members (and eligible Life and Veteran members).

SPECIAL RESOLUTION NO. 3

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended as follows:

- Amending rule 49(d) by:
 - > replacing the semi colon at the end of rule 49(d)(vii) with a full stop and deleting the word "and" after the semi colon;
 - > deleting the colon after the words "those members" and deleting the Roman numeral "(vii)" appearing immediately after the words "those members" but retaining the which is alongside the paragraph/rule numbered Roman numeral (vii); and
 - > deleting rule 49(d)(viii),

so that rule 49(d) will read as follows:

"(d) In relation to:

- (i) Category 2 members;*
- (ii) Life members (who were Full members in any class other than Category 1 membership immediately before becoming Life members);*
- (iii) Veteran members (who were Full members in any class other than Category 1 membership immediately before becoming Veteran members);*
- (iv) Parramatta RSL members;*
- (v) Parramatta RSL Sub-Branch members; and*
- (vi) Lynwood Country Club members,*

those members must have been Full members for at least three (3) continuous years immediately prior to their nomination to a position on the Board."

EXPLANATORY MESSAGE REGARDING SPECIAL RESOLUTION NO. 3

1. Existing rule 49(d)(viii) requires Category 2 members, Life members and Veteran members (who were not Category 1 members immediately before becoming Life or Veteran members), Parramatta RSL members, Parramatta RSL Sub-Branch members and Lynwood Country Club members to have held office as a Director for at least 3 continuous years before they can hold the offices of President, Vice-President or Treasurer. It is proposed to delete this requirement so that any member eligible to be elected to the Board can in turn be elected to the position of President, Vice-President or Treasurer without any minimum period of service on the Board.
2. If Special Resolution 3 is passed, rule 49(d)(viii) and its additional qualification requirements of will be deleted. The deletion of rule 49(d)(viii) will make it easier for Category 2 members, Life members and Veteran members (who were not Category 1 members immediately before becoming Life or Veteran members), Parramatta RSL members, Parramatta RSL Sub-Branch members and Lynwood Country Club members to qualify for the offices of President, Vice President or Treasurer and will broaden the pool of members eligible to hold those positions.
3. The requirement to have held at least 3 continuous years' Full membership of the Club immediately prior to nomination to a position on the Board is retained in amended rule 49(d). This is the same qualification period which applies to the other classes of members eligible to hold positions on the Board as specified in rule 49(b).

SPECIAL RESOLUTION NO. 4

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended as follows:

- Placing round brackets/parenthesis around the third level of Roman numbering appearing in any rule, for example:
 - > third level Roman numbering in rules 26(b)i and 26(b)ii will become third level

Roman numbering 26(b)(i) and 26(b)(ii) respectively;

> third level Roman numbering in rules 28(d)i to 28(d)iv will become third level Roman numbering 28(d)(i) to 28(d)(iv) respectively;

> third level Roman numbering in rules 30(e)i to 30(e)iv will become third level Roman numbering 30(e)(i) to 30(e)(iv) respectively,

for consistency with the third level Roman numbering found in rules 20(a)(i) to 20(a)(viii), 49(a)(i) to 49(a)(vii) among others.

- Adding to rule 2, the following new definitions, in appropriate alphabetical order:
 - > "Club Licence" means a club licence held under section 10 of the Liquor Act";
 - > "Registered Clubs Accountability Code" means the code set out in schedule 2 of the Registered Clubs Regulation";
 - > "the Registered Clubs Regulation" means the Registered Clubs Regulation 2015 (NSW)".
- In the definition of "the Amalgamation" in rule 2, deleting the year "1976" after the words "Registered Clubs Act".
- In rule 21, under the heading "Veteran Members", deleting the comma and year ",1976" after the words "Registered Clubs Act";
- In rule 55(i), replacing the reference to "41]" with a reference to "41E" and deleting the year "1976" after "Registered Clubs Act" so that rule 55(i) will read as follows:

"(i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods belonging to the Club and to sell, exchange or otherwise dispose of any of the land or buildings belonging to the Club and to grant leases and licenses over such lands or buildings subject however to compliance with the provisions of section 41E of the Registered Clubs Act relating to the disposal of land by registered clubs and any Act or law amending or replacing same."

- Deleting rule 72(d)(ii) and inserting instead the following new rule 72(d)(ii):

"(ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote."

- Deleting rules 72(e) and 72(f) and inserting instead the following new rules 72(e) and 72(f):

"(e) A Director is not disqualified by reason of his or her office from contracting with the Club, but it is the duty of the Director to disclose his or her material personal interest in a matter at a meeting of the Board in accordance with section 191 of the Act and clause 8(1)(a) of the Registered Clubs Accountability Code and it is the duty of the Secretary to record such declaration in the minutes of the meeting."

(f) Nothing in this rule 72 derogates from each Director's disclosure obligations under section 41C of the Registered Clubs Act and clause 8 of the Registered Clubs Accountability Code."

- Deleting rule 74(j) and inserting instead the following new rule 74(j):

"(j) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act (provided that this Rule 74(j) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act."

*NOTE: If Special Resolution No. 1 is passed, new rule 74(k) will follow, in which case the full stop at the end of replacement rule 74(j) above will be replaced with a semi colon and the word "or" will be added at the end of new rule 74(j).

EXPLANATORY MESSAGE REGARDING SPECIAL RESOLUTION NO. 4

General

1. If Special Resolution No. 4 is passed, the Constitution will have some general updates added to it to keep up with legislative changes

and will have some minor inconsistencies removed from it.

2. For consistency of numbering styles in the Constitution, the third level of Roman numbering "i", "ii", "iii" and so on appearing in any rule/sub-rule in the Constitution will have round brackets/parenthesis placed around them to appear "[i]", "[ii]", "[iii]" and so on. Presently, both styles are used for Roman numbering and for consistency, round brackets will be placed around all numbers in this third level of numbering.

Rules 2, 21 and 55(i)

3. From 15 June 2018, various parts of the registered clubs accountability provisions previously found in the Registered Clubs Act were repealed and placed into the Registered Clubs Accountability Code. The Registered Clubs Accountability Code is found in schedule 2 of the *Registered Clubs Regulation 2015* (NSW) (**Registered Clubs Regulation**) and contains various obligations on the part of the Club, its directors and officers.
4. As other parts of the Constitution referred to below will be updated to refer to the new Registered Clubs Accountability Code, new definitions relating to the Code and Registered Clubs Regulation are to be added to rule 2.
5. In addition, a new definition of "Club Licence" is to be added to rule 2 as the term is referred to in rules 10(i), 20(c) and 45(a)(vi).
6. As the "Registered Clubs Act" is already defined in rule 2, including the year of its enactment (i.e. 1976), there is no need to again refer to the year after the name of the Act in the definition of "the Amalgamation" in rule 2, and in the references to the Act rules 21 and 55(i).
7. As a result of the recent changes to the Registered Clubs Act and Registered Clubs Regulation, section 41J of the Registered Clubs Act dealing with core property of a registered club is now renumbered as section 41E. The change to rule 55(i) reflects the new numbering of the section.

Rules 72(d)(ii), 72(e) and 72(f)

8. Rule 72 deals with disclosure obligations of a

Director who has a material personal interest in a matter being considered by the Board. Under that rule and under section 191 of the Corporations Act 2001 (Cth) (**Corporations Act**) and clause 8(1)(a) of the Registered Clubs Accountability Code, a Director who has a material personal interest in a matter that relates to the affairs of the Club must give the other Directors notice of the interest. The Corporations Act provides the Director not be present at the Board meeting and may not vote on the matter, unless an exception under the Act applies.

9. Under section 196 of the Corporations Act, the Australian Securities and Investments Commission (**ASIC**) may declare that a Director is able to be present at the Board meeting and may vote if the Director's absence would prevent a quorum for the Board meeting being established and the matter needs to be dealt with urgently. Rule 72(d)(ii) deals with this exception but currently refers to sections 231 and 232B of the Corporations Act. Section 196 of the Corporations Act now deals with this exception, whereas section 231 now deals with membership of a company and section 232B has been repealed.
10. Proposed replacement rule 72(d)(ii) updates the Constitution concerning the current section of the Corporations Act dealing with ASIC's ability to authorise a Director to attend and vote at a Board meeting where he or she might have a material personal interest in a matter being considered by the Board.
11. Existing rule 72(f) refers to sections of the Registered Clubs Act which were recently amended or repealed concerning the disclosure obligations of Directors. Proposed new rule 72(f) refers to the current Registered Clubs Act provision and the Registered Clubs Accountability Code regarding disclosure obligations of Directors.

Rule 74(j)

12. The Registered Clubs Act and Registered Clubs Regulation now require directors of registered clubs to undertake mandatory training, unless they are exempted from that training. The

training requirements have been phased in and apply to all registered club directors from 30 June 2018, subject to limited exemptions.

13. Under proposed new rule 74(j), a Director will lose office on the Board if he or she fails to complete the mandatory training requirements, thereby creating a casual vacancy on the Board.

GENERAL NOTES TO MEMBERS REGARDING THE SPECIAL RESOLUTIONS

1. Pursuant to Rules 24 and 105 of the Club's Constitution, only Category 1 members may vote on the Special Resolutions. Pursuant to Rules 21 and 22(d), Veteran members and Life members who were Category 1 members immediately prior to becoming a Veteran Member or a Life Member are also eligible to vote. Other than Life members, a member must be a financial member to be eligible to vote.
2. Pursuant to sections 9 and 136 of the Corporations Act and rule 105 of the Club's Constitution, to be passed the Special Resolutions must receive votes in their favour from not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.
3. As a result of the special resolution provisions of the Corporations Act, the Special Resolutions must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
4. Members who are employees of the Club are not entitled to vote.
5. Proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends the Special Resolutions to the meeting.
7. Please direct any questions about the Special Resolutions to the Group Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

By order of the Board

David O'Neil,
Chief Executive Officer

5 September 2018