

MASSEY PARK GOLF CLUB LIMITED
ACN 000 186 005

NOTICE OF SPECIAL RESOLUTIONS FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **MASSEY PARK GOLF CLUB LIMITED** to be held on **23rd November, 2020** at **7.00pm**, the members will be asked to consider and if thought fit pass the Special Resolutions below:

PROCEDURAL MATTERS

1. To be passed, a Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
 2. **Only Life members, Full Playing members, Full Playing Pensioner members and Full Playing Intermediate members can vote on the Special Resolutions.**
 3. Under the Registered Clubs Act, members who are employees of the Club cannot vote and proxy voting is prohibited.
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EXPLANATORY NOTES TO MEMBERS ON FIRST AND SECOND SPECIAL RESOLUTIONS

1. The First and Second Special Resolutions propose a series of amendments to the Club's Constitution regarding a number of matters including the categories of membership of the Club and voting rights for golfing members of the Club.
2. The First Special Resolution contains Proposal A and the Second Special Resolution contains Proposal B.
3. A summary of Proposal A (Notes to Members on First Special Resolution) and Proposal B (Notes to Members on Second Special Resolution) are set out in these explanatory notes.
4. The precise amendments which are to be made to the Club's Constitution are set out in the First Special Resolution (Proposal A) and the Second Special Resolution (Proposal B).
5. The Board recommends members vote in favour of the First Special Resolution (Proposal A) but in case members do not agree with those changes, the Second Special Resolution (Proposal B) has been included as a fallback position.
6. The Second Special Resolution will only be considered if the First Special Resolution is not passed.

NOTES TO MEMBERS ON FIRST SPECIAL RESOLUTION (PROPOSAL A)

7. The First Special Resolution proposes to:
 - (a) consolidate the main golfing categories of the Club; and
 - (b) clarify that the Board has the power to create the sub categories of each category of Full membership and determine the eligibility requirements and the playing rights and social privileges and advantages for each of those sub-categories of Full membership;
 - (c) impose time restrictions on Non-Playing membership;
 - (d) introduce a new loyalty system for discounted annual subscriptions;
 - (e) increase the "waiting period" before members are entitled to certain rights of membership.
8. For the avoidance of doubt, the term "Full membership" refers to all categories of membership of the Club (excluding Honorary, Temporary and Provisional membership) and it is not intended to be a reference to the category of membership of the Club known as "Full Playing membership".

Consolidation of Main Golfing Categories of Membership

9. Currently, the main categories of golfing membership are Full Playing membership, Full Pensioner Playing membership, Full Intermediate Playing membership, Restricted Playing membership (which contains two (2) subcategories known as Restricted Playing 6 Day membership and Restricted Playing Midweek Membership) and Restricted Playing Pensioner membership.
10. The First Special Resolution proposes to abolish Full Pensioner Playing membership, Full Intermediate Playing membership and Restricted Playing Pensioner membership as categories of membership and also temporarily close the subcategory of Restricted Playing Six Day membership.
11. As a result, the two main golfing categories of the Club will be Full Playing membership and Restricted Playing membership (which will have the subcategories of Restricted Playing Six Day membership (which will be temporarily closed) and Restricted Playing Midweek membership).
12. To facilitate the consolidation of the main golfing membership categories:
 - (a) Full Pensioner Playing members, Full Intermediate Playing members, Restricted Playing Six Day members and Restricted Pensioner members will be transferred to Full Playing membership; and
 - (b) Restricted Playing Midweek members will remain Restricted Playing members in the subcategory of Restricted Playing Midweek membership.
13. Full Playing members will have full membership rights (including the right to play golf on the weekend, full voting rights and the right to be a director of the Club) whereas Restricted Playing members will have limited membership rights (ie they cannot be a director of the Club but they will be entitled to restricted playing rights and limited voting rights).
14. If the First Special Resolution is passed, the categories of membership of the Club will be Full Playing membership, Restricted Playing membership (including the sub categories of Restricted Playing Six Day membership and Restricted Playing Midweek membership), Country membership, Non-Playing membership, Social membership, Junior Playing membership, Cadet Membership and Life membership.

Creation of Sub Categories of Full membership

15. The First Special Resolution inserts a new provision into the Club's Constitution which clarifies that the Board has the power by way of by law to:
 - (a) create sub categories of each category of Full membership (excluding Life membership); and

- (b) determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership (excluding Life membership),
provided that any by-law dealing with the above matters must not be inconsistent with this Constitution and the rights of each category of Full membership.

Time Restrictions on Non-Playing membership

16. The Constitution does not currently place any time limits on a member being a Non-Playing member of the Club.
17. The First Special Resolution proposes to impose a limit whereby a member can only be a Non-Playing member for a period of three (3) years (or such longer period as the Board may determine from time to time) and after that period of time, the Board can transfer the Non-Playing member to Social membership of the Club.

New Loyalty System

18. The First Special Resolution proposes to include a new provision which allows the Board to determine criteria for the provision of discounted membership to members. In this regard, the Board proposes to adopt a new loyalty system which provides members in all major golfing categories with discounts based on a combination of their age (starting age of sixty five (65) years) and consecutive years of membership of the Club (minimum of ten (10) years consecutive years of membership in a major golfing category).
19. As a result, members will no longer receive discounts on the basis that they are a pensioner or a self-funded retiree.
20. Having said that, Full Playing Pensioner members and Restricted Playing Pensioner members transferring to the new system will receive the highest possible discount under the new loyalty scheme (being a thirty percent (30%) discount on the annual subscription payable for Full Playing membership).

Access to certain membership rights

21. The Constitution provides that Full Playing members and Life members must be a financial member of the Club for at least one (1) year before they can be a director of the Club and/or propose, second, or nominate any eligible member for election to the Board or Life membership.
22. The First Special Resolution proposes that Full Playing members and Life members must be a financial member of the Club for at least two (2) years (as opposed to one (1) year) before they can be a director of the Club and/or propose, second, or nominate any eligible member for election to the Board or Life membership.

NOTES TO MEMBERS ON SECOND SPECIAL RESOLUTION (PROPOSAL B)

23. The Second Special Resolution will only be considered if the First Special Resolution is not passed.
24. The Second Special Resolution proposes to:
- (a) retain the existing categories of membership of the Club but provide Restricted Playing members and Restricted Pensioner Playing members with limited voting rights; and
 - (b) clarify that the Board has the power to create the sub categories of each category of Full membership and determine the eligibility requirements and the playing rights and social privileges and advantages for each of those sub-categories of Full membership;
 - (c) impose time restrictions on Non-Playing membership;
 - (d) increase the "waiting period" before members are entitled to certain rights of membership.

No Changes to Categories of Membership but Limited Voting Rights for Restricted Playing members and Restricted Pensioner Playing members

25. The Second Special Resolution proposes to retain the existing categories of membership of the Club (and not consolidate those categories of membership in a similar manner to the First Special Resolution).
26. However, the Second Special Resolution proposes to allow Restricted Playing members and Restricted Pensioner Playing members to vote in the election of the Board, on directors' honorariums and on any other matter where otherwise permitted or required by law.
27. The Board proposes to provide the limited voting rights referred to above to Restricted Playing members and Restricted Pensioner Playing members for the following reasons:
- (a) The Registered Clubs Act provides that no less than twenty five percent (25%) of the Club's total membership must be entitled to vote in the election of the Board (**25% Rule**).
 - (b) Since the introduction of the new caterer at the Club, the Club has received a number of applications for Social membership.
 - (c) To ensure compliance with the 25% Rule, the Club has been unable to accept new Social members.
 - (d) The Club wishes to accept new Social members whilst complying with the 25% Rule.
 - (e) The Club can comply with the 25% Rule and accept new Social members by allowing Restricted Playing members and Restricted Pensioner Playing members to vote in the election of the Board.
 - (f) If Restricted Playing members and Restricted Pensioner Playing members can vote in the election of the Board, the Registered Clubs Act also requires them to be able to vote on directors' honorariums.
 - (g) Furthermore, there are other matters that Restricted Playing members and Restricted Pensioner Playing members are legally entitled to vote on (for example, the Registered Clubs Act allows all Full members (including Restricted Playing members and Restricted Pensioner Playing members) to vote on proposed amalgamations).
28. If the Second Special Resolution is passed, Restricted Playing members and Restricted Pensioner Playing members will be able to vote in the election of the Board, on directors' honorariums and on any other matter where otherwise permitted or required by law.
29. For the avoidance of doubt, Restricted Playing members and Restricted Pensioner Playing members will be unable to be a director of the Club or vote on special resolutions to amend the Club's Constitution.

Creation of Sub Categories of Full membership

30. Similarly, to the First Special Resolution, the Second Special Resolution inserts a new provision into the Club's Constitution which clarifies that the Board has the power by way of by law to:
- (a) create sub categories of each category of Full membership (excluding Life membership); and
 - (b) determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership (excluding Life membership),
- provided that any by-law dealing with the above matters must not be inconsistent with this Constitution and the rights of each category of Full membership.

Time Restrictions on Non-Playing membership

31. Similarly to the First Special Resolution, the Second Special Resolution proposes to impose a limit whereby a member can only be a Non-Playing member for a period of three (3) years (or such longer period as the Board may determine from time to time) and after that period of time, the Board can transfer the Non Playing member to Social membership of the Club.

Access to certain membership rights

32. Similarly, to the First Special Resolution, the Second Special Resolution proposes that Full Playing members and Life members must be a financial member of the Club for at least two (2) years (as opposed to one (1) year) before they can be a director of the Club and/or propose, second, or nominate any eligible member for election to the Board or Life membership.

FIRST SPECIAL RESOLUTION

That the Constitution of Massey Park Golf Club Limited be amended by:

- (a) **deleting** Rules 10.2(b) to (e) inclusive, **inserting** the following new Rule 10.2(b) and **renumbering** the remaining provisions of Rule 10.2 accordingly:
 - "(b) *Restricted Playing members which includes the sub categories of Restricted Playing Six Day membership and Restricted Playing Midweek membership.*"
- (b) **inserting** the following new Rule 10.2A:
 - "10.2A *The Board shall have the power by way of by-law to:*
 - (a) *create sub categories of each category of Full membership (excluding Life membership); and*
 - (b) *determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership (excluding Life membership),**provided that any by-law dealing with the above matters must not be inconsistent with this Constitution and the rights of each category of Full membership.*"
- (c) **deleting** from Rule 10.6(c) the words "Rule 27.4" and **inserting** the words "any restrictions contained in this Constitution".
- (d) **deleting** from Rules 10.6(f), 10.6(g) and 28.1(d) the words "one (1) year" and **inserting** the words "two (2) years".
- (e) **deleting** Rules 10.7 to 10.10 inclusive and the headings preceding those Rules and **inserting** the following new Rules 10.7 to 10.10 inclusive:
 - "10.7 *As at the date of the Annual General Meeting of the Club in 2020, those persons recorded in the register of members as Full Pensioner Playing members, Full Intermediate Playing members, Restricted Playing members in the sub category of Restricted Playing Six Day membership and Restricted Playing Pensioner members shall be transferred to Full Playing membership and the register of members shall be amended accordingly.*"
 - 10.8 *Intentionally Deleted.*
 - 10.9 *Intentionally Deleted.*
 - 10.10 *Intentionally Deleted.*"
- (f) **inserting** the following new Rule 10.12(c):
 - "(c) *attend and vote at general meetings (including Annual General Meetings) of the Club only for the purposes of voting in the election of the Board, on directors' honorariums and on any other matter where otherwise permitted or required by law.*"
- (g) **inserting** at the beginning of Rule 10.13(a) the words "subject to Rule 10.12(c)".
- (h) **deleting** Rules 10.14 to 10.16 inclusive and the heading preceding those Rules and **inserting** the following new Rule 10.14 to 16 inclusive:
 - "10.14 *Intentionally Deleted.*
 - 10.15. *Intentionally Deleted'*
 - 10.16 *Intentionally Deleted".*
- (i) **deleting** from Rules 10.34 and 28.1(d) the words "Full Playing Pensioner member, Full Playing Intermediate member".
- (j) **inserting** the following new Rules 11.8 to 11.10 inclusive:
 - "11.8. *A member may be a Non-Playing member for a maximum period of three (3) years or such longer period determined by the Board from time to time.*
 - 11.9 *Subject to Rule 11.10, the Board has the power to transfer a Non-Playing member to Social membership of the Club if the member has been a Non-Playing member for three (3) years or such longer period determined by the Board from time to time.*
 - 11.10 *A member shall be notified, by notice sent in accordance with Rule 44, 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 transfer a Non-Playing member to Social membership pursuant to Rule 11.9."*

- (k) **deleting** Rule 16.7 and **inserting** the following new Rule 16.7:
"16.7 Subject to Rule 16.1, the Board may determine criteria by way of By-Law which, if satisfied, would entitle members to pay a reduced or discounted annual subscription to the Club."
- (l) **deleting** from Rule 27.3 the words "and 27.4" and **inserting** the words ", 27.4, 27.6 and 28.1(d)".
- (m) **deleting** Rules 27.3(c) and (d).
- (n) **inserting** the following new Rule 27.6:
"27.6 A member shall not be entitled to nominate for or be elected or appointed to the Board unless he or she has been a financial member of the Club for at least two (2) years immediately the date of the proposed nomination, election or appointment to the Board".
- (o) **deleting** from Rule 28.1(d) the words "clauses 10.6(f), 10.8(f) and 10.10(f)" and **inserting** the words "any restrictions contained in this Constitution".
- (p) **inserting** the following new Rule 29.3(q):
"(q) create sub categories of each category of Full membership and determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership in accordance with Rule 10.2A of this Constitution."
- (q) **deleting** from Rule 36.19 the words "Full Playing Pensioner members and Full Playing Intermediate members" and **inserting** the words "and Restricted Playing members".
- (r) **deleting** from Rule 47.1 the words ", Full Playing members, Full Playing Pensioner members and Full Playing Intermediate members" and **inserting** the words "and Full Playing members".

SECOND SPECIAL RESOLUTION

If the First Special Resolution is not passed, that the Constitution of Massey Park Golf Club Limited be amended by:

- (a) **inserting** at the end of Rule 10.2(d) the words "*which includes the sub categories of Restricted Playing Six Day membership and Restricted Playing Midweek membership.*"
- (b) **inserting** the following new Rule 10.2A:
"10.2A The Board shall have the power by way of by-law to:
 - (a) *create sub categories of each category of Full membership (excluding Life membership); and*
 - (b) *determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership (excluding Life membership),*
provided that any by-law dealing with the above matters must not be inconsistent with this Constitution and the rights of each category of Full membership."
- (c) **deleting** from Rules 10.6(c), 10.8(c) and 10.10(c) the words "Rule 27.4" and **inserting** the words "any restrictions contained in this Constitution".
- (d) **deleting** from Rule 10.6(f), 10.6(g), 10.8(f), 10.8(g), 10.10(f), 10.10(g) and 28.1(d) the words "one (1)" and inserting the words "two (2)".
- (e) **inserting** the following new Rule 10.12(c):
"(c) attend and vote at general meetings (including Annual General Meetings) of the Club only for the purposes of voting in the election of the Board, on directors' honorariums and on any other matter where otherwise permitted or required by law".
- (f) **inserting** at the beginning of Rule 10.13(a) the words "*subject to Rule 10.12(c),*".
- (g) **inserting** the following new Rule 10.15(c):
"(c) attend and vote at general meetings (including Annual General Meetings) of the Club only for the purposes of voting in the election of the Board, on directors' honorariums and on any other matter where otherwise permitted or required by law".
- (h) **inserting** at the beginning of Rule 10.16(a) the words "*subject to Rule 10.15(c),*".
- (i) **inserting** the following new Rules 11.8 to 11.10 inclusive:
"11.8 A member may be a Non-Playing member for a maximum period of three (3) years or such longer period determined by the Board from time to time.
11.9 Subject to Rule 11.10, the Board has the power to transfer a Non-Playing member to Social membership of the Club if the member has been a Non-Playing member for three (3) years or such longer period determined by the Board from time to time.
11.10 A member shall be notified, by notice sent in accordance with Rule 44, 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 transfer a Non-Playing member to Social membership pursuant to Rule 11.9."
- (j) **deleting** from Rule 27.3 the words "and 27.4" and **inserting** the words ", 27.4, 27.6 and 28.1(d)".
- (k) **inserting** the following new Rule 27.6:
"27.6 A member shall not be entitled to nominate for or be elected or appointed to the Board unless he or she has been a financial member of the Club for at least two (2) years immediately the date of the proposed nomination, election or appointment to the Board"
- (l) **inserting** the following new Rule 29.3(q):

- (q) create sub categories of each category of Full membership and determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership in accordance with Rule 10.2A of this Constitution.”
- (m) **deleting** from Rule 36.19 the words “and Full Playing Intermediate members” and **inserting** the words “Full Playing Intermediate members, Restricted Playing members and Restricted Pensioner Playing members”.

EXPLANATORY NOTES TO MEMBERS ON THE THIRD SPECIAL RESOLUTION

1. The Third Special Resolution proposes a series of amendments to the Constitution to bring it into line with best practice and the requirements of the *Corporations Act* and *Registered Clubs Act*.
2. **Paragraph (a)** clarifies that the membership of any Provisional member can be terminated at any time without notice and without having to provide any reason.
3. **Paragraph (b)** clarifies that members must advise the Secretary of changes to their contact details.
4. **Paragraph (c)** clarifies that the Club can remove a person from the Club’s premises if it is legally required to do so.
5. **Paragraph (d)** clarifies that a board resolution can be passed by way of email. This is permitted by the *Corporations Act*.
6. **Paragraph (e)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the *Registered Clubs Act* and *Registered Clubs Regulation*.
7. **Paragraph (f)** amends an existing provision relating to general meetings to bring the Constitution into line with the *Corporations Act*.
8. **Paragraph (g)** amends an existing provision relating to how the Club gives notices to members to bring the Constitution into line with the *Corporations Act*.

THIRD SPECIAL RESOLUTION

That the Constitution of Massey Park Golf Club Limited be amended by:

- (a) **inserting** the following new Rule 12.5:
- “12.5 The Chief Executive Officer or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.”
- (b) **deleting** Rule 19 and **inserting** the following new Rule 19:
- “19. **NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS**
- 19.1 Every member must advise the Chief Executive Officer of any change to their address as recorded in the register of members and their contact details (including their email address (if any) and telephone number) within seven (7) days of the change to their address and/or contact details.”
- (c) **inserting** into Rule 23.1(g) the words “or by law” after the words “club licence,”.
- (d) **inserting** the following new Rule 30.10:
- “30.10 Without limiting Rule 30.8, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and each director agrees to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her reply email agreeing to the proposed resolution.”
- (e) **deleting** Rules 31 to 33 inclusive and **inserting** the following new Rules 31 to 33 inclusive:
- “31. **MATERIAL PERSONAL INTERESTS OF DIRECTORS**
- 31.1 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:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 31.2.
- 31.2 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.
- 32 **REGISTERED CLUBS ACCOUNTABILITY CODE**
- 32.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 32. If any provisions of this Rule 32 are inconsistent with the Registered Clubs Accountability Code, then the Registered Clubs Accountability Code shall prevail to the extent of the inconsistency.
- 32.2 For the purposes of this Rule 32, the following terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.
- CONTRACTS WITH TOP EXECUTIVES**
- 32.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive’s terms of employment; and
 - (b) the roles and responsibilities of the top executive;

- (c) *the remuneration (including fees for service) of the top executive;*
 - (d) *the termination of the top executive's employment.*
- 32.4 *Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 32.5 *Subject to Rule 32.7 and any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*
- 32.6 *A "pecuniary interest" in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.*

CONTRACTS WITH SECRETARY AND MANAGERS

- 32.7 *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*
- (a) *the Secretary or a manager; or*
 - (b) *any close relative of the Secretary or a manager;*
 - (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

LOANS TO DIRECTORS AND EMPLOYEES

- 32.8 *The Club must not:*
- (a) *lend money to a director of the Club; and*
 - (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- 32.9 *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*
- 32.10 *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- 32.11 *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*
- (a) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
 - (b) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
 - (c) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises,*
 - (d) *any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.*
- 32.12 *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 32.11.*

TRAINING DISCLOSURES

- 32.13 *The Club must make available to members:*
- (a) *details of any training which has been completed by directors, the Chief Executive Officer and managers of the Club in accordance with the Registered Clubs Regulation; and*
 - (b) *the reasons for any exemption of any director, the Chief Executive Officer and any manager of the Club from the training prescribed by the Registered Clubs Regulation.*
- 32.14 *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

PROVISION OF INFORMATION TO MEMBERS

- 32.15 *The Club must:*
- (a) *make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates, and*
 - (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

33 **INTENTIONALLY DELETED".**

- (f) **inserting** the following new Rules 36.40 to 36.42 inclusive.
- “36.40 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 Act. 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 of the meeting or the validity of any resolution passed at a postponed meeting. However, this Rule will not operate in relation to a meeting called on the request of members pursuant to Rule 33.4(a) of this Constitution or the Act.*
- 36.41 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 Act.*
- 36.42 The Club may hold a general meeting (including an Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.”*
- (g) **deleting** Rules 44.1 to 44.3 inclusive and **inserting** the following new Rules 44.1 to 44.5 inclusive:
- “44.1 A notice may be given by the Club to any member either:*
- (a) personally; or*
 - (b) 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;*
 - (c) by sending it to the electronic address (if any) nominated by the member;*
 - (d) by notifying the member in accordance with Rule 44.2 (in the case of notices of general meetings (including Annual General Meetings only)).*
- 44.2 If the member nominates:*
- (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*
 - (b) an electronic means (the nominated access means) the member may use to access notices of meeting; the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);*
 - (c) that the notice of meeting is available; and*
 - (d) how the member may use the nominated access means to access the notice of meeting.*
- 44.3 Where a notice is sent by post to a member in accordance with Rule 44.1 the notice shall be deemed to have been received by the members:*
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*
- 44.4 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.*
- 44.5 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 44.2, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”*

Dated: 22nd October, 2020

By direction of the Board



**Anthony Rosillo
General Manager**