

**TOCUMWAL GOLF AND BOWLS CLUB LIMITED**  
**ACN 001 088 302**  
**EXPLANATORY MEMORANDUM FOR PROPOSED NEW CONSTITUTION**

At the General Meeting of the Club to be held at Tocumwal Golf and Bowls Club on 7 June 2022, members will be asked to consider a Special Resolution to adopt a new Constitution to replace the existing Constitution (**existing Constitution**). This Explanatory Memorandum is intended to assist members to understand the proposed new Constitution and why it is appropriate to adopt it.

Members who wish to review the proposed new Constitution can inspect it at the Club where it is prominently on display on the Club's website together with a copy of the existing Constitution. Members may also obtain a copy of the proposed new Constitution and the existing Constitution upon request at the Club's office.

The Club's lawyers have advised that the Club should adopt a new Constitution to replace the existing Constitution in order to be updated to reflect and comply with the requirements of the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, and their respective Regulations. The proposed new Constitution also includes a number of provisions that are regarded as reflecting industry best practice.

A summary of the proposed new Constitution and its principal features is set out below. **Significant variations from the existing Constitution are set out in bold**. However, there are many additional new provisions which reflect the requirements of various pieces of legislation which impact on the Club. These have not been set out in bold.

#### **NAME**

1. Rule 1 states that the name of the company is Tocumwal Golf and Bowls Club Limited.

#### **PRELIMINARY**

2. Rule 2.1 states that the Club is a company limited by guarantee and a non-proprietary company.
3. Rule 2.2 provides that the company is established for the purposes set out in the Constitution.
4. Rule 2.3 provides that the replaceable rules referred to in the Corporations Act are displaced or modified as provided in the Constitution.
5. Rule 2.4 provides that every member must comply with the Constitution and any By-laws of the Club.
6. Rule 2.5 provides that the Constitution has the effect of a contract between the Club and each member; and between each member and each other member; and between the Club and each Director.
7. Rule 2.6 provides that the Club must supply a member with a copy of the Club's Constitution if a copy is requested by a member as prescribed by the Corporations Act.

#### **DEFINITIONS**

8. Rule 3 sets out definitions and terms used in the proposed new Constitution.

#### **OBJECTS AND ORIGINAL SUBSCRIBERS**

9. Rule 4 sets out the objects for which the Club was established.
10. The objects largely reflect those in the existing Constitution. However, slight alterations have been made to bring the objects into line with the Liquor Act and Registered Clubs Act.

#### **WINDING UP AND MEMBER'S LIABILITY**

11. Rule 5 states that the liability of the members is limited. That limit is two dollars (\$2.00) as set out in Rule 6.
12. Rule 6 provides that each member of the Club undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up and the assets of the Club are insufficient to discharge the liabilities. This undertaking continues for a period of twelve (12) months after the person ceases to be a member.
13. Rules 7.1 and 7.2 provide that on the winding up of the Club, if there remains any assets (after the satisfaction of all debts and liabilities), those assets shall not be distributed among the members but shall be given or transferred to an institution which has similar objects to the Club which is approved by members.

## PROPERTY AND INCOME

14. Rule 8.1 provides that the property and income of the Club must be applied solely towards the promotion of the objects of the Club.
15. Rules 8.2 and 8.3 set out specific requirements of the Registered Clubs Act in relation to benefits available to members.
16. Rule 8.4 provides that a director of the Club cannot be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
17. Rule 8.5 provides that the payment in good faith of reasonable and proper remuneration to any officer, employee or to any member of the Club for services actually rendered is not prohibited.
18. Rule 8.6 specifies that a director shall not receive from the Club remuneration or any other benefit in money or monies worth except by way of an honorarium, reasonable out of pocket expenses or interest on money lent by the director to the Club or rent on property leased to the Club by the director.

## LIQUOR AND GAMING

19. Rules 9.1 and 9.2 provide that liquor shall only be supplied to persons of or over the age of 18 years in accordance with the Registered Clubs Act.
20. Rule 9.3 states that a person using the gaming facilities of the Club must be of or over the age of 18 years.
21. Rules 9.4 to 9.6 inclusive prohibit a person associated with the Club from receiving direct or indirect benefits including but not limited to monetary payments or commissions from liquor sales and/or the use of poker machines at the Club. This is required by the Registered Clubs Act.

## MEMBERSHIP

22. Rule 10.1 states that no person under the age of 18 years is to be admitted as a member of the Club, other than as a Junior member.
23. Rule 10.2 sets out the categories of Full membership of the Club. **The categories of Full membership of the Club have been amended, as the new Constitution has inserted additional categories of membership.**
24. Members may already be familiar with some of these new Constitutional membership categories, as the Club has been utilising a sub-category of Full membership to offer the differing classes of membership, such as Introductory membership. The Club's lawyers have advised the Club that in the interests of clarity and accountability to members, these sub-categories be enshrined in the Constitution. The rights and eligibility requirements of the new membership categories is set out in detail below.
25. Full membership of the Club includes the following categories:
  - (a) Full Playing members; and
  - (b) Social members;
  - (c) **Golf & Go members;**
  - (d) **Country Under 80km members**
  - (e) **Country Over 80km members;**
  - (f) **Introductory members;**
  - (g) Junior members;
  - (h) Life members.
26. Rule 10.3 provides that persons who are not Full members may be admitted to the Club as Provisional members, Honorary members, or Temporary members.

27. Rule 10.4 provides that the number of Full members having the right to vote in the election of the Board shall not be less than the minimum number of Full members required by the Registered Clubs Act.
28. Rule 10.5 provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution (without the need for a separate special resolution to be passed by members of that class of membership).
29. Rules 10.6 to 10.8 set out the eligibility requirements for Full Playing membership of the Club and the rights and entitlements of Full Playing members. **The Club has changed the name of the category of membership, from Full members to Full Playing members.** The rights of Full Playing members remain unchanged.
30. Rule 10.8 provides that Full Playing members will be affiliated with the appropriate golf and/or bowling associations in accordance with the fees paid by the Full Playing member. This remains unchanged.
31. Rules 10.9 to 10.11 set out the eligibility requirements for Social membership of the Club and the rights and entitlements of Social members. This remains unchanged.

### ***Golf & Go Members***

32. **The Board has introduced a new category of membership into the Constitution to attract a new membership base and foster further engagement with the Tocumwal community. This membership category is called Golf & Go membership.**
33. **Rule 10.13 provides that a person shall not be admitted as a Golf & Go member unless the Board is satisfied that the person:**
- (a) **ordinarily resides within an 80km radius of the premises of the Club; and**
  - (b) **has not attained the age of forty (40) years.**
34. **Rule 10.14 provides that, subject to any restrictions contained in the Constitution, Golf & Go members are entitled to:**
- (a) **such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and**
  - (b) **attend and vote at general meetings (including Annual General Meetings) of the Club;**
  - (c) **vote in the election of the Board.**
  - (d) **nominate for and be elected to hold office on the Board;**
  - (e) **vote on any Special Resolution (including a Special Resolution to amend this Constitution);**
  - (f) **propose, second, or nominate any eligible member for any office of the Club;**
  - (g) **propose, second or nominate any eligible member for Life membership;**
  - (h) **introduce guests to the Club.**

### ***Country Under 80km Members***

35. **The Board has introduced a new category of membership into the Constitution to attract a new membership base and foster further engagement with the Tocumwal regional community. This membership category is called Country Under 80km membership.**
36. **Rule 10.16 provides that a person shall not be admitted as a County Under 80km member unless the Board is satisfied that the person:**
- (a) **ordinarily resides within an 80km radius of the premises of the Club; and**
  - (b) **does not ordinarily reside in the postcode 2714;**
  - (c) **is a Full Golfing member of another Golf Club and holds a current AGU at that Club.**

37. **Rule 10.17 provides that subject to any restrictions contained in the Constitution, Country Under 80km members are entitled to:**
- (a) **such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and**
  - (b) **introduce guests to the Club.**
38. **Rule 10.18 provides that unless otherwise permitted by law, Country Under 80km members are not entitled to:**
- (a) **nominate for and be elected to hold office on the Board;**
  - (b) **vote on any Special Resolution (including a Special Resolution to amend this Constitution);**
  - (c) **attend and vote at general meetings (including Annual General Meetings) of the Club;**
  - (d) **vote in the election of the Board;**
  - (e) **propose, second, or nominate any eligible member for any office of the Club;**
  - (f) **propose, second or nominate any eligible member for Life membership.**

#### ***Country Over 80km Members***

39. **The Board has introduced a new category of membership into the Constitution to attract a new membership base and foster further engagement with regional residents who reside outside 80km from the premises of the Club. This membership category is called Country Over 80km membership.**
40. **Rule 10.20 provides that a person shall not be admitted as a Country Under 80km member unless the Board is satisfied that the person ordinarily resides outside of an 80km radius from the premises of the Club.**
41. **Rule 10.21 provides that subject to any restrictions contained in the Constitution, Country Over 80km members are entitled to:**
- (a) **such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and**
  - (b) **introduce guests to the Club.**
42. **Rule 10.22 provides that unless otherwise permitted by law, Country Over 80km members are not entitled to:**
- (a) **nominate for and be elected to hold office on the Board;**
  - (b) **vote on any Special Resolution (including a Special Resolution to amend this Constitution);**
  - (c) **attend and vote at general meetings (including Annual General Meetings) of the Club;**
  - (d) **vote in the election of the Board;**
  - (e) **propose, second, or nominate any eligible member for any office of the Club;**
  - (f) **propose, second or nominate any eligible member for Life membership.**

#### ***Introductory Members***

43. **To increase new membership subscriptions and grow the membership base, the Board has introduced Introductory membership as a new category of membership of the Club.**
44. **Rule 10.24 provides that a person will not be admitted as an Introductory member unless the Board is satisfied that the person has never previously been admitted as a member to any category of membership of the Club.**

45. **Rule 10.25 provides that subject to any restrictions contained in this Constitution, Introductory members are entitled to:**
- (a) **such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and**
  - (b) **introduce guests to the Club.**
46. **Rule 10.26 provides that unless otherwise permitted by law, Introductory members are not entitled to:**
- (a) **attend and vote at general meetings (including Annual General Meetings) of the Club;**
  - (b) **nominate for and be elected to hold office on the Board;**
  - (c) **vote in the election of the Board;**
  - (d) **vote on any Special Resolution (including a Special Resolution to amend this Constitution);**
  - (e) **propose, second, or nominate any eligible member for any office of the Club;**
  - (f) **propose, second or nominate any eligible member for Life membership.**
47. **Rule 10.27 provides that Introductory members will be affiliated with the appropriate golf and/or bowling associations in accordance with the fees paid by the Introductory member.**

#### ***Junior Members***

48. Rules 10.28 to 10.30 set out the eligibility requirements for Junior membership of the Club and the rights and entitlements of Junior members. This remains unchanged.

#### ***Life Members***

49. **Rules 10.31 to 10.37 slightly amend the process of admittance and the rights of Life members. To become a Life member of the Club, a member must be proposed by one and seconded by another Full Playing member or Life member and submitted to the Board for approval. If the Board approves the nomination, the nomination shall be referred to the next general meeting of the Club for consideration by eligible members. If a simple majority of members present and voting at the general meeting approve the nomination, that member will become a Life member of the Club.**
50. **Rule 10.36 provides that Life members have the same rights as Full Playing members but are not required to pay any annual subscription.**

#### ***Transfer between classes of membership***

51. Rule 11 deals with the transfer of members between classes of membership. This reflects the existing Constitution.

#### ***Provisional Members***

52. Rules 12 and 13 deal with Provisional membership. Any person may apply for Provisional membership upon completing and submitting the appropriate membership form and paying the membership subscription in advance (if any is applicable). The eligibility requirements and entitlements of Provisional members reflect the existing practice of the Club.

#### ***Honorary Members***

53. Rule 14 deals with Honorary membership in a way that is consistent with the Registered Clubs Act.

#### ***Temporary Members***

54. Rule 15 deals with Temporary membership in a way that is consistent with the requirements of the Registered Clubs Act and the existing Constitution.

## ELECTION OF MEMBERS

55. Rule 16 deals with the process of the election of persons to membership of the Club and is consistent with the existing Constitution and the requirements of the Registered Clubs Act.

## JOINING FEES, SUBSCRIPTIONS AND LEVIES

56. Rule 17 deals with joining fees, subscriptions, and levies.
57. Subscriptions shall be due and payable on a date or dates determined by the Board from time to time. Renewal notices must be provided to all members.
58. Any person who has not paid his or her subscription by the due date shall cease to be entitled to the privileges of membership of the Club and may by resolution of the Board be removed from membership of the Club.

## NON-FINANCIAL MEMBERS

59. Rule 18 clarifies that Non-Financial members cease to be entitled to all of the rights and privileges of membership, which include the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.

## REGISTERS OF MEMBERS AND GUESTS

60. Rule 19 sets out the registers the Club is required to maintain in respect of members and guests. This is consistent with the Registered Clubs Act.

## ADDRESSES OF MEMBERS

61. Rule 20 requires members to advise the Club of any change in their address and details within seven (7) days to ensure compliance with the Registered Clubs Act and to keep records up to date.

## DISCIPLINARY PROCEEDINGS

62. **Rule 21 deals with powers of the Board to discipline members. The Rule is very similar to the existing Constitution and has been updated to reflect best practice. For example, the Board can require appropriate behaviour from a member who is attending a disciplinary hearing at the risk of expulsion from the hearing, and for the hearing to continue notwithstanding the member's absence.**
63. **The outcome of disciplinary proceedings can be dealt with by the Board either in person or via letter sent to the member's address.**
64. **Rules 21.4 to 21.9 are new provisions which give the Secretary the power to issue a suspension of membership for a period up to 12 months if Secretary is of the view that a member has engaged in conduct unbecoming of a member etc however the member concerned 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.**
65. Rule 22 provides that the Board may delegate its disciplinary powers to a disciplinary committee comprising three (3) directors. The Board retains the power to review a decision of a disciplinary committee provided the Board follows the procedure set out in Rule 22.3.
66. Rule 23 clarifies that any member suspended from membership of the Club shall, during the period of suspension, cease to be entitled to all of the rights and privileges of membership. This includes the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.
67. Rule 24 deals with the power given to the Secretary and employees of the Club under the Liquor Act to remove persons from the Club's premises and to prevent that person from returning to the Club. These powers given to the Secretary and employees are no wider than those given under the Liquor Act. Rule 24 reflects the existing Constitution, but it is more comprehensive than the existing Constitution.
68. Rule 25 deals with the procedure for a member to resign from the Club.

## GUESTS

69. Rule 26 deals with guests of members and reflects the provisions of the Registered Clubs Act.

## PATRONS

70. Rule 27 states that the Club may appoint patrons from time to time and sets out the membership status of a patron who is not a member.

## BOARD OF DIRECTORS

71. Rule 28.1 provides that the Board will continue to consist of 9 Directors, **comprising of a President, a Vice President, a Treasurer and six (6) ordinary Directors. The existing Constitution provided for a Board consisting of a Chairperson, a Deputy Chairperson, a Treasurer and six (6) ordinary directors. The positions of Chairperson and Deputy Chairperson have been renamed to President and Vice President respectively. The renaming of the two positions is the only change to the composition of the Board.**
72. Rule 28.2 also reflects the existing Constitution which clarifies that Board has the power to appoint up to two (2) directors to the Board (Board Appointed Directors) in accordance with the Registered Clubs Act and Registered Clubs Regulations. In this regard:
- (a) The Registered Clubs Act and Registered Clubs Regulations enable boards of registered clubs which have seven (7) or fewer directors to appoint up to two (2) Board Appointed Directors.
  - (b) The power to appoint Board Appointed Directors is intended to allow boards to identify persons with particular skills, expertise and experience which may be beneficial to the registered club and allow the Board to appoint those persons to the Board.
  - (c) The provisions of the Registered Clubs Act and Registered Clubs Regulations (being the power referred to appoint Board Appointed Directors) will apply irrespective of whether or not the Constitution contains provisions expressly stating the Board can appoint Board Appointed Directors.
  - (d) Although it is not legally required to do so, the Board believes that it is prudent for the power to appoint Board Appointed Directors to be incorporated into the Constitution, so members are aware of the provisions and their operation.
  - (e) The provisions to be inserted into the Constitution reflect the Registered Clubs Act and Registered Clubs Regulations and do not provide the Board with any powers over and above those contained in the Registered Clubs Act and Registered Clubs Regulations.
  - (f) For the avoidance of doubt:
    - (i) The Board Appointed Directors are in addition to the seven (7) directors elected by members or appointed by the Board to fill casual vacancies; and
    - (ii) The Board is not required to appoint any Board Appointed Directors, but it may do so if it wishes.
    - (iii) Any person appointed by the Board as a Board Appointed Directors only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in the Constitution.
    - (iv) If a person is appointed to the Board, the Club must, within twenty-one (21) days of the appointment, display a notice on the Club's noticeboard and website stating the reasons for the person's appointment, the person's relevant skills and qualifications and any payments to be made to the person in connection with his or her appointment.
73. Rules 28.3 and 28.4 provide that the Board shall continue to be elected in accordance with the Triennial Rule.
74. **Rule 28.5 provides that only Life members, financial Full Playing Members and financial Golf & Go members shall be eligible to nominate for and be elected or appointed to the Board of directors of the Club. As discussed above, Golf & Go membership is a new category of membership and the right for these members to nominate for or be elected or appointed to the Board is not found in the existing Constitution.**

75. Rule 28.6 provides that a member who is an employee, or who is currently under suspension pursuant to the disciplinary proceedings rules or who is not a financial member of the Club shall not be eligible to stand for or be elected to the Board.
76. Rule 28.7 provides that any person who is elected or appointed to the Board must complete the mandatory director training as required by the Registered Clubs Act.

#### **ELECTION OF BOARD**

77. Rule 29 retains the principles for the procedure for the election of the Board but updates the Rules to allow for greater flexibility and to accord with the requirements of the Corporations Act and the Registered Clubs Act.
78. **Rule 29.1(m)(xi) provides that if at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies will be casual vacancies and may be filled in accordance with Rule 35.3 (discussed below). This is a change to the existing Constitution which provided that any vacancies remaining at the close of the Annual General Meeting could be filled by calling for nominations from the floor of the meeting.**

#### **POWERS OF THE BOARD**

79. Rule 30 deals with the Board's powers. The provisions reflect the existing Constitution and the established practice of the Club.

#### **PROCEEDINGS OF THE BOARD**

80. Rule 31 deals with proceedings of the Board. The provisions reflect the existing Constitution and there is no broadening of the Board's powers, other than to allow for the powers contained in the Corporations Act and the Registered Clubs Act relating to the use of technology for Board meetings, and requiring the Board to meet at least once per quarter, rather than once per month.
81. Rule 31.4 provides that the quorum for a meeting of the Board shall be five (5) members of the Board.
82. Rule 31.5 allows the President at any time and the Secretary upon the request of not less than three (3) directors to convene a meeting of the Board.
83. Rule 31.6 provides that all decisions of the Board are determined by a majority vote. In the case of an equality of votes the chairperson of the meeting has a second or casting vote.
84. **Rule 31.8 allows a meeting of the Board to be called or held using technology consented to by all directors. This is consistent with the Corporations Act.**

#### **MATERIAL PERSONAL INTERESTS AND REGISTERED CLUBS ACCOUNTABILITY CODE**

85. Rules 32 and 33 introduce new provisions in relation to corporate governance and accountability for the Club which are consistent with the Corporations Act and the Registered Clubs Act.

#### **REMOVAL FROM OFFICE OF DIRECTORS**

86. Rule 34 provides that the members in a general meeting may by ordinary resolution remove any director, or the whole Board, before the expiration of his, her or their period of office and appoint another person or persons in his, her or their place. This Rule reflects the Corporations Act and the existing practice of the Club.

#### **VACANCIES ON THE BOARD**

87. Rule 35.1 clarifies how a casual vacancy on the Board arises. Rule 35.3 states that the Board has the power to fill a casual vacancy. Any person appointed to fill a casual vacancy will hold office only until the next Annual General Meeting.

#### **GENERAL MEETINGS**

88. Rules 36.1 to 36.53 inclusive relate to the calling and holding of general meetings (and Annual General Meetings) of the Club. The Rules are consistent with the existing Constitution, however, they are more comprehensive than the existing Constitution and reflect the Corporations Act and the Registered Clubs Act.



## **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

- 89. Rules 36.31 to 36.44 inclusive relate to attendance and voting at general meetings.
- 90. Only Life members, financial Full Playing members and financial Golf & Go members can attend and vote at a general meeting and Annual General Meeting of the Club.
- 91. Proxy voting is not permitted. This is a requirement of the Registered Clubs Act.
- 92. Every member eligible to vote, either by show of hands or a poll, is entitled to one vote.
- 93. A member, who is also an employee of the Club, is not permitted to vote. This is a requirement of the Registered Clubs Act.
- 94. All questions and resolutions (other than Special Resolutions) shall be decided by a simple majority of votes.
- 95. Voting shall be on a show of hands unless a poll is demanded

## **QUORUM AT GENERAL MEETINGS**

- 96. Rules 36.45 to 36.49 inclusive detail the quorum required for general meetings.
- 97. Rule 36.45 provides that no business may be transacted at a general meeting unless a quorum of members is present.
- 98. Rule 36.46 provides that, at any general meeting (including an Annual General Meeting) convened by the Board, twenty (20) members present and eligible to vote will constitute a quorum.
- 99. Rule 36.47 provides that at any meeting convened at the request of members, twenty (20) members present in person and eligible to vote constitute a quorum. This is consistent with the existing Constitution.
- 100. Rules 36.48 and 36.49 set out the procedure to be followed if a quorum is not present.

## **MEMBERS' RESOLUTIONS AND STATEMENTS**

- 101. Rule 37 provides for members' resolutions and statements by members.
- 102. Rule 37 also sets out the procedure for members to require the Board to include an item of business or notice of motion in the business of an Annual General Meeting.

## **MINUTES**

- 103. Rule 38 provides that minutes of all resolutions and proceedings at general meetings must be entered in the Minute Book within one month of the meeting and signed by the chairperson of that meeting or the chairperson of the next succeeding meeting.

## **ACCOUNTS**

- 104. Rule 39 deals with the accounts and reporting to members and is consistent with the Corporations Act and Registered Clubs Act.

## **FINANCIAL YEAR**

- 105. Rule 40 provides that the financial year of the Club shall commence on the first day of July in each year and will end on the last day of June in the following year. This is a change to the financial year of the Club which under the existing Constitution provides that the financial year will start on the first day in April and conclude on the last day of March in the following year.

## **AUDITOR**

- 106. Rule 41 requires the Club to appoint an auditor. The auditor holds office until removed by the members in general meeting or resigns from office or dies. This is a requirement of the Corporations Act.

## SECRETARY

107. Rule 42 requires the Board to appoint one Secretary who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

## EXECUTION OF DOCUMENTS

108. Rule 43 deals with execution of documents and the common seal of the Club.

## NOTICES

109. Rule 44 deals with the requirements of giving notice to members, including by electronic means in accordance with the Corporations Act and the Registered Clubs Act. Where a notice of a meeting is sent by post it shall be deemed to have been effectively served on the member on the day following the posting.

## INDEMNIFICATION OF OFFICERS

110. Rule 45 deals with the insurance and indemnification of the officers and auditors of the Club in accordance with the Corporations Act.

## INTERPRETATION

111. Rule 46 deals with the interpretation of the Club's Constitution and it reflects the existing Constitution of the Club.

## AMENDMENTS TO CONSTITUTION

112. Rule 47 provides for amendments to the Constitution. The Constitution can only be amended by way of Special Resolution passed at a general meeting of members. **Only Life members, financial Full Playing members and financial Golf & Go members can vote on any Special Resolution to amend the Constitution. This is a change from the existing Constitution, as the new category of Golf & Go members are eligible to vote on a Special Resolution.**

## MEETINGS AND VOTING

113. Rule 48 is a new rule that reflects the new requirements of the Registered Clubs Act, which allows the Club to utilise electronic means to distribute documents and hold meetings if the Board determines this to be in the best interests of the Club.

This summary to members is intended to provide sufficient background and information to enable members to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, they are invited to raise their questions with the Chief Executive Officer who, if necessary, will obtain advice from the Club's lawyers to pass back to the member.

The Board considers the proposed new Constitution as being a significant improvement on the existing Constitution and it recommends that members vote in favour of the Special Resolution. To be passed the Special Resolution will need votes from not less than three-quarters (75%) of those members who being eligible to do so vote in person at the meeting.

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**Dated:** 16 May 2022




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**Paul Gemmill**  
Chief Executive Officer