

**GUILDFORD RUGBY LEAGUE FOOTBALL & RECREATION CLUB LIMITED**  
**ACN 000 304 585**

**NOTICE OF SPECIAL RESOLUTIONS**  
**FOR THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that at the Annual General Meeting of **GUILDFORD RUGBY LEAGUE FOOTBALL & RECREATION CLUB LIMITED** which is to be held on 2<sup>nd</sup> May 2010 commencing at the hour of **10.00am** at the premises of the Club Tamplin Road, Guildford, New South Wales members will be asked to consider and, if thought fit, pass the following resolutions which are proposed as Special Resolutions:

**FIRST SPECIAL RESOLUTION**

That the Constitution of Guildford Rugby League Football & Recreation Club Limited be amended by:

- (a) **inserting** into Rule 2 the following new definitions:

*“**Gaming Machines Act**” means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.*

*“**Liquor Act**” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.”*

- (b) **adding** the words “within seven (7) days of changing their address as recorded in the register referred to in Rule 47(a)” to the end of Rule 46.
- (c) **deleting** Rule 49 (which relates to the removal of persons from the Club) and **replacing** it with the following new Rule 49:

*“(a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 49(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:*

- (i) who is then intoxicated, violent, quarrelsome or disorderly; or*
- (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;*
- (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;*
- (iv) who hawks, peddles or sells any goods on the premises of the Club;*

- (v) *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.*
  - (vi) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.*
  - (vii) *whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.*
- (b) *If pursuant to Rule 49(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 49(e)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.*
- (c) *Without limiting Rule 49(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 49(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.*
- (d) *Without limiting Rule 49(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 49(a)(i), the person must not:*
- (i) *remain in the vicinity of the Club; or*
  - (ii) *re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.*
- (e) *Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:*
- (i) *in the absence of the Secretary from the premises of the Club the senior employee then on duty; or*
  - (ii) *any employee authorised by the Secretary to exercise such power.*
- (f) *The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board or the Board's duly constituted disciplinary committee within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal."*
- (d) **adding** the words "or persons who are not members of the Club but who have a particular skill or expertise which they will be able to apply to a committee, or any combination thereof" after the words "Full members of the Club" in Rule 57(a).

- (e) **deleting** Rule 57(j) (which relates to the Board’s power to sell and exchange the Club’s property) and **replacing** it with the following new Rule 57(j):

*“to sell, exchange, or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and to sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.”*

- (f) **adding** the following new Rule 71A:

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

- (g) **adding** the words “and the Board resolves that the office be vacated” to the end of Rule 74(e).
- (h) **deleting** the words “made under the Registered Clubs Act” and **replacing** them with “or declaration made under the Act, the Registered Clubs Act or the Liquor Act” in Rule 74(g).
- (i) **adding** the new Rule 89A:

***“Resolutions from Individual Members***

- (a) *Notwithstanding Rules 89A(c) to 89A(k), individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.*
- (b) *The Secretary shall cause all items of business and notices of motion referred to in Rule 89A(a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.*

***Members’ Resolutions***

- (c) *Subject to Rules 89A(d) to 89A(k) inclusive, the following may give the Secretary notice of a resolution that they propose to move at a general meeting:*
- (i) *members with at least 5% of the votes that may be cast on the resolution; or*
- (ii) *at least one hundred (100) members who are entitled to vote at a general meeting.*
- (d) *The notice must:*

- (i) *be in writing; and*
  - (ii) *set out the wording of the proposed resolution;*
  - (iii) *be signed by the members proposing to move the resolution.*
- (e) *Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.*
  - (f) *The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.*
  - (g) *If the Secretary has been given notice of a resolution under Rule 89A(c), the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.*
  - (h) *The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.*
  - (i) *The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.*
  - (j) *The members requesting the resolution are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.*
  - (k) *The Club need not give notice of the resolution:*
    - (i) *if it is more than 1,000 words long or defamatory; or*
    - (ii) *if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.*

#### ***Members' Statements***

- (l) *Subject to Rules 89A(m) to 89A(t) inclusive, members may request the Club to give to all its members a statement provided by the members making the request about:*
  - (i) *a resolution that is proposed to be moved at a general meeting;*  
*or*
  - (ii) *any other matter that may be properly considered at a general meeting.*
- (m) *The request must be made by either:*

- (i) *members with at least 5% of the votes that may be cast on the resolution; or*
  - (ii) *at least one hundred (100) members who are entitled to vote at the meeting.*
- (n) *The request must be:*
- (i) *in writing; and*
  - (ii) *signed by the members making the request;*
  - (iii) *given to the Secretary.*
- (o) *Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.*
- (p) *The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.*
- (q) *After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.*
- (r) *The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.*
- (s) *The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.*
- (t) *The Club need not comply with the request:*
- (i) *if the statement is more than 1,000 words long or defamatory; or*
  - (ii) *if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.”*
- (j) **adding** the words “Part 2M.3 of” after the words “Division 4 of” in Rule 92(a).

#### **Notes to Members in relation to the First Special Resolution**

1. The First Special Resolution proposes to make a number of amendments to the Constitution to bring it into line with relevant legislation and with recent amendments made to relevant legislation.

2. Item (a) of the First Special Resolution will insert definitions of the *Gaming Machines Act* and the *Liquor Act* into the Constitution.
3. Item (b) will require members to notify the Secretary of any change in their address within seven (7) days.
4. Item (c) updates the provisions in the *Liquor Act* dealing with the power given to the Secretary and employees of the Club under the *Liquor Act* to remove any person who, when on the premises of the Club, is then intoxicated, violent, quarrelsome, disorderly or smoking in a smoke free area 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*.
5. Item (d) will allow the Board to appoint persons who are not members of the Club to committees if the Board is of the opinion that such person or persons have skills which may be of assistance to the Club.
6. Item (e) amends provisions in relation to the Board's power to sell land owned by the Club to reflect changes made to the *Registered Clubs Act* which require a club to obtain members approval for the disposal of any land which is defined as core property of the Club.
7. Item (f) reflects the *Corporations Act* which allows the Board to call or hold Board meetings using technology.
8. Item (h) includes reference to the *Liquor Act 2007*.
9. Item (i) will set 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. These provisions reflect the *Corporations Act*.
10. Rules 89A(a) and (b) provide that individual members may submit items of business and notices of motion provided the Secretary of the Club receives them at least forty two (42) days prior to the date fixed for an Annual General Meeting.
11. The Board retains the discretion as to whether to include items of business or notices of motion in the business of the Annual General Meeting. This is important as the item of business or notice of motion may be illegal or not in the best interests of the Club.
12. Item (j) will correct the reference to the correct reference in the *Corporations Act*.

## **SECOND SPECIAL RESOLUTION**

That the Constitution of Guildford Rugby League Football & Recreation Club Limited be amended by **adding** the following new Rules 48(k) and 48(l):

- “(k) *The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 48 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:*
- (i) *the procedure set out in Rule 48 is followed; and*
  - (ii) *the member is notified that the Board is exercising the power under this Rule 48(k) within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.*
- (l) *The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.”*

### **Notes to Members in relation to the Second Special Resolution**

1. The Second Special Resolution will clarify the Board’s power to review a decision of the disciplinary committee on disciplinary matters and setting out the procedure to follow in the case of a review of a decision. It will also provide that the Board has power to determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge or the identity or the position or office held by the member, the Board considers that it is appropriate that it deal with the matter.

## **THIRD SPECIAL RESOLUTION**

That the Constitution of Guildford Rugby League Football & Recreation Club Limited be amended by

- (a) **deleting** Rule 16 and **replacing** it with the following new Rule 16:

*“The number of Full members having the right to vote in the election of the Board shall be not less than twenty-five (25) per cent of all Full members of the Club.”*

- (b) **adding** the following paragraph after Rule 24(a)(iii):

*“Provided that persons who are admitted to membership of the Club on or after 1 May 2010 (even if they have previously been a member of the Club) must be financial members of the Club for a continuous period of not less than*

*three (3) years immediately prior to the date of the closing of the roll in relation to the election of the Board of Directors.”*

#### **Notes to Members in relation to the Third Special Resolution**

1. Item (a) of the Third Special Resolution reflects a change made to the *Registered Clubs Act* which provides that the number of members who have the right to vote in the election of the Board shall at all times be not less than 25% of all the full members of the Club.
2. Item (b) provides that any member who joins the Club after 1 May 2010 – even if they are rejoining the Club after they have ceased being a member for whatever reason – must be a member for a continuous period of at least three years in order to be eligible to vote in the election of the Board. Currently there is no time period required before a person can vote in the election of the Board. The three (3) year requirement will apply to all persons accepted for membership from 1 May 2010 – it will not apply to any current members of the Club unless they cease to be a member and then rejoin the Club.

#### **Procedural Matters in relation to all Special Resolutions**

1. To be passed, each Special Resolution must receive votes from not less than three quarters of those members who, being eligible to do so, vote in person on the Special Resolutions at the meeting.

Only all Life members and financial Full Members who have been financial members of the Club for at least 3 consecutive years at the date of the meeting can vote at all meetings

2. Under the Registered Clubs Act members who are employees of the Club are not entitled to vote.
3. Proxy voting is prohibited by the Registered Clubs Act.
4. Amendments (other than minor typographical corrections which do not change the substance or effect of the Special Resolutions) will not be permitted from the floor of the meeting.
5. The Board of the Club recommends each Special Resolution to members.

Dated: 16 March 2010

By direction of the Board

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Greg Edwards  
Chief Executive Officer