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## **SPECIAL RESOLUTION**

*[The Special Resolution is to be read in conjunction with the notes to members set out below.]*

That the Constitution of Batemans Bay Soldiers' Club Limited be amended by:

- (a) **inserting** the following new Rule 3.3:

*"A reference to a person being present or participating in a meeting "in person" includes attendance by virtual or electronic means."*

- (b) **inserting** the following new Rule 3.4:

*"A reference to a notice in writing includes a notice sent electronically or notification of the notice being available being sent electronically."*

- (c) **inserting** the following new Rule 9.7

*Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to*

- (a) *implement house polices for the responsible service of liquor and the responsible conduct of gambling;*
- (b) *include in those polices measures to assist in the ham minimisation objects;*
- (c) *take steps to enforce those polices;.*
- (d) *without limiting the generality of Rule 9.7(b), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these polices and the provisions of Rule 20 and 21 shall not apply to any such exclusion.*

- (d) **deleting from** Rule 16.1 the words *provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act*

- (e) **deleting from** Rule 16.3 the words *provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act*

- (f) **inserting** the following new Rule 21A:

***"Disciplinary Powers of the Secretary***

21A.1 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:*

- (a) *is unbecoming of a member; or*
- (b) *is prejudicial to the interests of the Club,*

*then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*

21A.2 *In respect of any suspension pursuant to Rule 21A.1 the requirements of Rule 20 shall not apply.*

21A.3 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 21A.1, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

- (a) *the member has been suspended as a member of the Club; and*
- (b) *the period of suspension;*
- (c) *the privileges of membership which have been suspended; and*
- (d) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 20.*

21A.4 *If a member submits a request under Rule 21A.3(iv):*

- (a) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
- (b) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.*

21A.5 *The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate)."*

(g) **inserting** the following new Rules 24.5 and 25.6

"24.5 *If the Board resolve that a subscription is not required to be paid, the Board may resolve that a member's membership must be renewed by a date determined by the Board.*

25.6 *Any member who does not renew their membership by the due date for the renewal of such membership shall cease to be entitled to the privileges of membership and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution."*

(h) **deleting** Rule 43 and in its place inserting the following new Rule 43

43.1 *A notice may be given by the Club to any member either:*

- (a) *personally;*
- (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 by any electronic means;*
- (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) *by any other method permitted by the Corporations Act.*

43.2 *Where a notice is sent by post to a member in accordance with Rule 43.1, the notice shall be deemed to have been received by the members on the day following that on which the notice was posted.*

43.3 *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*

43.4 *Where a member is notified of a notice in accordance with Rule 43.1(d), the notice is taken to have been received on the day following that on which the notification was sent.*

43.5 *If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.*

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### Notes to Members on Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolution also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
  2. **Paragraph (a)** clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology.
  3. **Paragraph (b)** carries that notices in writing can be given electronically.
  4. **Paragraph (c)** inserts new provisions which refer to the Club's responsible service of alcohol policy and responsible service of gaming policy and provide that the Club can take action to enforce those policies, including removing persons from the premises, and denying them access to the premises. This reflects a pro active approach to harm minimisation.
  5. **Paragraphs (d), (e) and (g)** update the Rules in relation to annual subscriptions to reflect the fact that the Registered Clubs Act no longer contains a minimum subscription.
  6. **Paragraph (f)** updates the Constitution in relation to disciplinary proceedings to include new disciplinary powers to be exercised by the Secretary. In summary, they provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board's decision would be in substitution for the Secretary's decision.
  7. **Paragraph (h)** updates the Rules in relation to giving notices to members to reflect the current provisions of the Corporations Act.
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