

MINGARA RECREATION CLUB LTD

T/as Mingara Leisure Group

ABN 81 001 662 648

PO Box 8003, Tumbi Umbi, NSW, 2261

Telephone: (02) 4349 7799 Facsimile: (02) 4349 7800

MINGARA
LEISUREGROUP



Lanternclub



NOTICE OF ANNUAL GENERAL MEETING 2024

The Annual General Meeting of the members of Mingara Recreation Club Limited will be held in the Show Room at the Club's premises at Mingara Drive, Tumbi Umbi, NSW, on **Sunday November 24, 2024** commencing at **9.30am**. Please be aware minors are not permitted into the Annual General Meeting. To attend the Annual General Meeting, members are required to be a financial member as at the date of the Annual General Meeting.

The Chairperson will not call for a mover or seconder for any of the proposed resolutions but will open the meeting up for discussion before each proposed resolution is put to the vote.

Similarly, the Chairperson will not call for a resolution to acknowledge receipt of the annual reports. Whilst they will be open for discussion, they will be taken as received.

BUSINESS

1. **Opening.**
2. **Attendance and quorum.**
3. **Apologies**
4. **Receive and consider the reports of the board and management.**
5. **Receive and consider the Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 30 June 2024.**
6. **Auditor's report.** If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
7. **Elect directors.** An election will take place by ballot at the meeting, if there are more than the required number of nominations to fill the two vacancies on the board of directors due to the rotational retirement of directors in accordance with the Constitution. The board has appointed Club Election Services NSW as the Returning Officer to conduct the election, if an election is required.
8. **Ordinary Resolution - Chairperson's Honorarium**

EXPLANATORY NOTE – CHAIRPERSON'S HONORARIUM

See Attachment 1 for the background to the proposal for this and other honorariums that are proposed for approval, and the proposed manner of payment and other relevant details of what is intended.

To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of \$24,000 to the Chairperson of the Club in respect of their services in that position until the next Annual General Meeting.

9. Ordinary Resolution – Directors’ Honorariums

To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of \$18,000 to each director, (other than the Chairperson, if the preceding resolution is passed), in respect of their services as a director until the next Annual General Meeting of the Club.

10. Ordinary Resolution – Directors’ Expenses and Benefits

EXPLANATORY NOTE – DIRECTORS’ EXPENSES AND BENEFITS

Directors’ out-of-pocket expenses reasonably incurred in the course of carrying out their duties, can already be authorised by the Board. However, the proposed resolution in the interests of transparency makes disclosure of some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific out-of-pocket expenses, the resolution will acknowledge that expenses of the types proposed are prima facie reasonable; and there is or will be a current resolution of the Board authorising the payment of expenses of the kind listed.

To the extent that the proposed expenses may involve the provision of benefits that are not in the form of money or a cheque and are provided to a specific class of member, that is permissible under current legislation only if there is a current authorisation from a general meeting.

The resolution also deals with the proposed non-cash benefits for only some members or for directors and their partners, where the benefit will not be equally available to all members. The Club is not permitted to provide any benefit to different classes of members without a current authorisation from a general meeting.

To the extent that the proposed expenses might otherwise be regarded as a profit, benefit or advantage that is not offered equally to every full member and able to be authorised as above, they are still permissible if the Authority is of the opinion that they are reasonable in the circumstances. The resolution seeks to acknowledge the types of expenses that are regarded by the members as being prima facie reasonable in the circumstances.

The proposed resolution takes into account the circumstances of the Club including the continuing increases in the size and complexity of the Club’s operations.

To consider and if thought fit, pass with or without modification, the following resolution:

That the members authorise (and declare to be reasonable), payment or reimbursement by the Club for, or provision by the Club at the Club’s expense of:

- (a) for each director, the reasonable cost of clothing indicative of their position as a director;*
- (b) for each director, the reasonable cost of attendance at trade shows, industry seminars and meetings, conferences and training in relation to their role and responsibilities as a director;*
- (c) for each director, the reasonable cost of food and refreshments when attending the Club for board or committee meetings;*
- (d) for each director, the payment of the premium for directors’ and officers’ insurance cover;*
- (e) for each director, reasonable out-of-pocket expenses incurred when carrying out their duties in relation to the Club including (without limitation) the reasonable costs of attending study tours of other clubs and similar venues to inspect those venues and their operations provided that all such out-of-pocket expenses are approved by a current resolution of the board;*
- (f) car parking spaces at the Tumbi Umbi premises for the use of directors;*
- (g) for the Chairperson, a mobile telephone and a credit card, both of which are only to be used for matters concerning Club affairs, but disregarding incidental personal use of the telephone;*

- (h) *the reasonable cost of attendance at national and international gaming, entertainment, leisure and recreation venues provided the attendance of directors at such venues will, in the opinion of the board, produce significant benefits to the planning and development of the Club, and provided also that the expenditure is assessed and approved in advance by the Board as being reasonable;*
- (i) *a Directors' Dinner once in each year, and one other special function once in each year, with the persons in attendance to comprise of the directors and their partners and such other persons and their partners as may be chosen by the Chairperson being persons who have supported the Club over the past year and thereby promoted the success of the Club: the cost of each function is not to exceed \$6,000; and*
- (j) *for each director, if they choose, payment of a yearly One by Mingara Fitness membership, (valued up to \$1,248 per person, Seniors 60+, \$1,040 per person), with gratuitous membership to cease if the director ceases to hold office.*

11. Amalgamation - expressions of interest. As required by legislation, notice will be given at the meeting of each expression of interest in an amalgamation, along with each unsolicited merger offer, that the Club has received from another club within the previous 12 months.

12. Special Resolution – Replacement Constitution

To consider, and if thought fit pass, the following resolution as a special resolution:

That the Club's Constitution be replaced in its entirety with the new Constitution signed for identification by the Chairperson on September 24, 2024.

EXPLANATORY NOTE – REPLACEMENT CONSTITUTION

A copy of the proposed replacement Constitution is available to members on the Club's website at www.mingaraleisuregroup.com.au.

The proposed replacement Constitution is a considerable re-write and update of the existing Constitution.

Members are encouraged to review the new version for themselves.

However, in Attachment 2 is a summary of some of the changes that might be of particular interest to members.

The present Board unanimously and strongly recommend the proposed resolution.

The Corporations Act and the Club's existing constitution require a special resolution to adopt an amended Constitution. The law does not permit amendments of the proposed special resolution at the meeting, with very limited exceptions such as the correction of any obvious errors. The special resolution must also be considered as a whole.

To be passed, the special resolution must receive votes in favour from not less than 75% of eligible members who cast a valid vote in person at the meeting.

Importantly, no member may vote on this resolution if they became a member of the club as a consequence of an amalgamation – Rule 7.14(b)(iv) of the Club's existing Constitution.

13. Management. The Chairperson will allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

By direction of the Board

NOTICE OF QUESTIONS OR REQUESTS FOR DETAILS - Members are requested to provide written notice of any questions, such as those relating to specific legislative or financial matters generally or details relevant to the Financial Statement, to the office of the Club's Chief Executive Officer at least 14 days prior to the Annual General Meeting, in order that the answers may be researched, if required, and a complete answer given.

NOTES - Financial Ordinary members, Life members and financial Special members have the right to attend, and vote at, the meeting.

Members under suspension or in any other class of membership, are not entitled to attend.

Also, see the earlier explanatory note in relation to restrictions on voting on the proposed special resolution to amend the Constitution.

Employee members also are not entitled to attend (except in a work capacity), or vote at the meeting.

Proxies are not permitted. A member must be present at the meeting at the time a vote is taken on a resolution, to cast a valid vote.

By law, no resolution can be considered at the meeting that is not on the notice paper.

FINANCIAL STATEMENTS – From at least 21 days prior to the date of the Annual General Meeting, members can access a copy of the Financial and other reports for the year ended 30 June 2024 at www.mingaraleisuregroup.com.au.

DIRECTORS – Under Part 4, 28.1 (y) of the Club's Constitution, all of the directors in office at the commencement of the meeting continue in office until the conclusion of that meeting, despite the result of any ballot being declared at the meeting.

Attachment 1 Explanatory Notes – Proposals for Honorariums

There are proposed resolutions for the awarding of honorariums to the Chairperson and each of the other directors, in recognition of their continuing service to the Club.

An honorarium may only be paid where approved by a resolution of the members of the Club passed at a general meeting.

The amounts of the proposed cash honorariums remain unchanged from the amounts that were last approved by members at the 2023 AGM.

Each honorarium is proposed on the basis that it will be paid by equal instalments monthly in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of the term of the officer concerned. However, an officer who is in their position for the whole of the period up to the next AGM is entitled to receive the full annual amount of the honorarium for that period.

The honorarium for directors is not proposed to also apply to the Chairperson, for so long as there is a resolution in force approving of a separate honorarium for them.

The payment of the honorariums may in certain circumstances require the Club to also pay a superannuation guarantee contribution for the benefit of the recipient, at the minimum prescribed rates (currently 11.5%).

Under the clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.

Attachment 2 Summary of key changes proposed in the replacement Constitution

Explanatory notes – proposed special resolution

The proposed special resolution will substitute a replacement Constitution for the existing Constitution.

The proposed replacement Constitution is a fresh document although largely it only modernises the existing Constitution without any major changes in substance except in the areas noted in the summary that follows at the end of these notes.

Importantly and not least, no substantive changes are proposed in relation to the objects of the Club, the classes of membership or the rights attaching to particular classes of membership such as voting rights, the qualifications required to be a director, or the election or composition of the Board – except to the very limited but important extent noted below.

The club's existing Constitution has largely not been amended since 2016 and is overdue for updating.

Also, since 2016 there have been significant changes in relevant legislation and developments in relation to best practice for the organisation and management of a modern registered club. Updating of the Constitution is consistent with the intentions of the Board to keep the club at the forefront of governance and management practices for large modern registered clubs, in a rapidly evolving environment.

Part of the modernisation includes updating references to legislation and to compliance requirements, to refer to current legislation and current compliance requirements.

A major structural change in the way the replacement Constitution is organised is that provisions relating to each of the following areas have been broken out into four separate attachments, for ease of quick reference – Members' Code of Conduct; Disciplinary Proceedings Code; Board and Board Elections Regulations; and Meeting Standing Orders.

Following is a listing of some of the points of substantive difference between the proposed replacement Constitution and the existing Constitution. This is a fair summary or pointer to areas of change, but it is not an exhaustive listing and it is necessary to look at the actual proposed replacement Constitution to see all of the detail.

Not least, the following listing does not record many of the proposed amendments, corrections and updates that are:

- broadly consistent with the existing Constitution,
- consequential upon the specific changes listed below,
- to better enable the Club to take advantage of what is now permitted under current legislation,
- a direct reflection of the requirements of legislation, or
- only clarification of existing provisions.

In the opinion of the Board, because of the number of changes it is not practicable to try to modernise the existing Constitution by putting up many separate resolutions or by proposing a multitude of separate amendments.

The proposed replacement Constitution has to be considered as a whole.

New provision	Brief summary of change or new position	Comments
-	Changed order of addressing some issues, for easier reading and administration.	Full Table of Contents provides easy access.
4.1	The thrust of the Club's objects haven't changed.	But the objects have been expanded to emphasise and support the Club's wide range and scope of operations and activities.
6.1	Confirmation that membership is not restricted by gender.	
6.6(c)	Ordinary members do not have the right to vote on special resolutions or ballots for directors unless they have been continuously an Ordinary member for at least five years.	Previously three years. There is also the right for the Board to grant exemptions
6.7(d)	A new Social (Hotel) membership Category, short-term and with limited rights.	To facilitate short-term membership rights to use club facilities, for persons making bookings at the Club's new hotel once it opens. The Board has the right to impose additional requirements and restrictions.
6.10	<p>Provision for the continuation of employee membership, to be in the discretion of the Board; and automatic transfer to Ordinary membership on the cessation of employment.</p> <p>Provision for an employee who is a member, not to have any of the usual rights of a member in relation to attendance at meetings or participation in Board elections.</p> <p>Power for the Club to cancel or suspend the membership of an employee member without the full member disciplinary process.</p>	The legislation already prohibits an employee member from being a director or voting in an election or at a members' meeting.
6.11	Acknowledgement that the club is not a services club and hence that special honorary membership rights for members of the Armed Forces, are not available.	This address is an issue that arises under the club's legislation.
6.13(a)(iii)	Allows the Club to determine not to admit someone as a temporary member if they live further than some specified distance that is more than 5 kms away from any Club premises.	5 km is the minimum specified in the legislation.
6.14	Confirmation that the club can offer member discounts, but they are not available to guests of members or to Provisional, Temporary or Honorary members (unless the Board so determines).	
6.16	<p>Continuation of provisions to facilitate the admission of new members in any future amalgamation by absorption of another club, if ever proposed and approved by members. However new members joining through amalgamation are not entitled to speak or vote at member meetings or nominate candidates for election as a director or vote in an election of directors, until they have been a member for at least five years.</p> <p>Also provision for recognising members joining through amalgamation and members subsequently joining through particular licensed premises acquired through amalgamation, to be recognised as a separate category.</p>	That separate recognition of members joining through amalgamation or through particular licensed premises acquired through amalgamation, will better enable the application of certain provisions in the legislation that require that focus.
7.1	Mandatory for new members to provide a Personal Email Address, although with provision for the CEO to grant exemptions where thought appropriate.	This facilitates electronic communications which will be faster and easier for all concerned and potentially provides considerable cost savings for the club.
	Removal of the provision for Absent members – members out of the State will no longer be entitled to preferential fee treatment.	
8.5	Confirmation that Life members continue to be exempted from any annual subscriptions but they are not exempted from other charges and fees.	
14	Acknowledgement the club can recognise and copy a member's self-exclusion or banning from other premises.	

New provision	Brief summary of change or new position	Comments
15	Spelling out that a suspended member is excluded from all club activities and properties.	
16	Provision for the club to recognise different modes of informal resignation from membership.	
17	Extended provisions enabling the club to implement a club identification card and required members to carry it and require members to be photographed for that purpose.	
18	More specific authorisation for the Club, if it chooses, to implement player reward schemes, stored value cards and player cards, on conditions determined by the Club.	
20.4	Prohibition against the admission of new Full (voting) members between the time that a general meeting notice is issued and the holding of the meeting.	To freeze membership once a member meeting has been convened, until the meeting has been held.
18.10	Makes every general meeting subject to the Meeting Standing Orders in Attachment 4 - operating as a By-law and with the Chairperson having the power to relax those requirements.	Largely this just reflects the types of rulings that a Chairperson of the meeting is entitled to make anyway, under the general law. To provide fair but clear guidance for the proper conduct of any large meeting. Reflects best practice for company meetings.
23.1(b)	Confirmation that an individual director may not exercise any of the Board's powers unless authorised.	For better awareness and completeness – repeats the default legal position.
23.2	Confirms that the Board's statutory right and obligation to have responsibility for the management and administration of the club includes control over the powers to deal with property, contracts, investments, borrowings, securities and sales.	This is stating that the full position under the Corporations legislation, for better awareness and to ensure there is no doubt.
25	Provision for a director to also be a director of a company associated with the Club and be remunerated for that – but only with prior Board approval and annual reporting to members. Permission for directors to contract with the Club.	For better transparency. The provision for directors to contract with the Club does not relieve directors of other requirements in relation to approvals and disclosures, that arise under legislation and the general law.
26	Specific statements of the expectations and legal obligations of directors in relation to conflicts of interest and transparency	For better awareness and completeness – largely repeats the default legal position.
30	Restatement of the Club's legal obligations to maintain a Disclosures Register with power to require details from directors and other officers.	
31	Removes the previous mandatory obligation to have monthly Board meetings but still requires regular meetings as often as reasonably required. Specific provisions for the way that notice of Board meetings is normally given to directors. Confirmation that directors are not entitled to appoint alternate directors.	As directors of a large and active company, it goes without saying that the directors must meet frequently and as reasonably regularly as required for good governance. That is a legal expectation that the courts will enforce. However, this takes advantage of a recent change in legislation that removed the mandatory requirement for a meeting every single month.
33.4	Directors can adopt a resolution outside board meeting – and do that electronically: either by unanimous agreement to the resolution or (provided at least 24 hours notice is given), by majority.	Expands the statutory provision that allows unanimous resolutions outside Board meetings.

New provision	Brief summary of change or new position	Comments
35(e)	<p>Requirement for Board committees to conduct themselves as the Board is required to conduct itself, and for members of Board committees to conduct themselves as directors are required to conduct themselves.</p> <p>Including provision for the Board to adopt charters for committees and requiring committees and their members to observe those charters.</p>	
35(g)	<p>Acknowledgement that the Board may appoint advisory boards in respect of particular premises.</p>	
38	<p>Expanded provisions to clarify the position of Intra-Clubs – sometimes called sections, internal clubs or sub-clubs.</p> <p>Further confirmation that Intra Clubs (sub-clubs) are divisions within the club and not separate legal bodies; and requiring an Intra Club to obtain (main) Board approval before entering into an affiliation or other similar relationship with an outside body or into sponsorship or similar arrangements.</p> <p>Not least, for the better protection of the Club itself there is now a clear statement of the requirement for an Intra Club.</p>	<p>This does not change the current legal position but is included for better awareness and completeness.</p> <p>An expansion of the existing provisions, for more clarity.</p> <p>No change in substance because Intra Clubs have always been under the ultimate control of the (main) Board.</p> <p>The importance of the focus on affiliations and sponsorships is to ensure that an Intra Club does not accidentally put the Club itself in breach of some contractual obligation or otherwise cause unexpected embarrassment to the Club itself.</p>
42 and 43	<p>Expanded provisions to take full advantage of the latest legislation and practices permitting electronic transactions and electronic communications and make it clear that the Club intends to do so.</p> <p>Includes a requirement for all members to provide a Personal Email Address, although with provision for the CEO to grant exemptions where thought appropriate.</p>	<p>Existing members will not have to provide a Personal Email Address until their next annual subscription is due, if they haven't already done so.</p> <p>This again facilitates electronic communications and potentially provides considerable savings.</p> <p>The Club proposes to offer free training sessions for members who need any assistance with setting up and using a free personal email address for themselves.</p>
45	<p>This allows the Club to publish rules and conditions for promotions and the like through noticeboards or the website – with those then applying to members who choose to participate. A member at any time is entitled to request a copy of any relevant rules or conditions.</p> <p>This also makes it clear that entry or participation in particular promotions and the like may be subject to qualifications and entry requirements and other requirements and restrictions.</p>	
Attachment 1: Members' Code of Conduct	<p>This collects together and codifies the various expectations for the proper and good conduct of members, at length.</p> <p>These can be varied or relaxed by the Board.</p> <p>Not least there are more specific statements of Club policies and expectations around member conduct standards and about what can be brought into or done on the premises.</p> <p>There are specific provisions against members being engaged in misleading or improper conduct in connection with elections.</p>	<p>There is very little here that wasn't already in force within the Club, or an expectation of members, in one way or another.</p> <p>It is important to note that the Board already has the power to impose these requirements by By-law anyway.</p> <p>Including these codified requirements demonstrates the high standards of the Club. It also provides a ready reference for staff who are daily faced with questions around the behaviour of patrons.</p> <p>This Code will operate as a By-law and like any By-law be subject to variation by the Board.</p>
1	<p>Power for the Club to adopt and enforce a wide range of specific policies that must then be observed by members</p>	<p>This is an existing power but now stated with more detail for better awareness and completeness.</p>
2	<p>Specific power for the Club to insist on bag searches as a condition of entry.</p>	<p>This is also an existing power and again stated for better awareness and completeness.</p>
4	<p>There are specific statements of expectations in relation to gratuities to Club employees.</p>	<p>This is to make clear the limited circumstances where it is appropriate to provide a gratuity to a Club employee and otherwise is to discourage inappropriate practices that might raise probity concerns.</p>
5	<p>There are more specific statements of expectations and requirements in connection with gaming machine play.</p>	<p>These provisions provide a clearer basis for the club to follow responsible conduct of gaming practices and the Club's legal obligations, and otherwise responsibly manage gaming at Club premises.</p>

New provision	Brief summary of change or new position	Comments
9	This provision reflects the legal position in relation to assistance/companion animals on Club premises and provides clarification for how relevant assessments are to be made.	
12	Confirmation that members must not use Club premises for “commercial” activities.	It goes without saying that where the club accepts a function booking for a function for a particular purpose that is made clear at the time of booking, the club is granting an exemption for that particular purpose – but nothing else.
15(j)	Limit of signing in a maximum of five guests at a time unless the Club agrees to more.	To prevent members abusing their membership and encourage those wanting to use the premises, to join.
18	This provision will require a member wanting to participate in the activities of any Intra Club (sub-club) to first sign a risk waiver, if and as required by the Club.	This does not make it mandatory for a member to sign a required risk waiver. But it does make it clear that an Intra Club can exclude a member from a particular activity where a risk waiver has been requested, if the member does not sign.
Attachment 2 – Disciplinary Code	<p>All of the existing provisions in relation to disciplinary matters have been moved into this separate Code.</p> <p>The Code has also been expanded to include statements of the policies and procedures that the Board is already following in relation to disciplinary matters.</p> <p>Importantly, this Code will also confer power on the CEO and senior employees to suspend a member’s membership or terminate a member’s membership but with a clear right of appeal to the Board – and if there is an appeal, the appeal proceeds as a normal disciplinary hearing would proceed under the existing provisions.</p> <p>There is no also provision for “no-fault” suspension of a member where there is a serious allegation of concern that has been made against the member but remains unresolved – similar to what is now seen in the modern professional sporting codes.</p> <p>The opportunity has been taken to provide specific guidance and requirements in relation to the numerous procedural matters that can arise in connection with the disciplinary matter, striking a balance between protecting the rights of individual members and taking practical steps to facilitate effective management of Club activities and enforcement of general standards of conduct.</p> <p>There are now expanded provisions protecting those involved in disciplinary proceedings, from civil legal actions except where they maliciously or knowingly make a false or misleading statement.</p> <p>There is now provision for a member who has lodged an appeal over a disciplinary matter, to remain suspended until the appeal is resolved unless the Board decides otherwise.</p> <p>There are now also specific provisions for the Club in appropriate circumstances to change decisions, issue apologies, and the like, without creating a legal liability just by doing so.</p>	<p>Again, it is important to note that the Board already has the power to impose some of these requirements by By-law anyway.</p> <p>The intention is to streamline these processes whilst at the same time still providing a high level of protection for the rights of members who might feel aggrieved.</p> <p>This Code will also operate as a By-law and like any By-law be subject to variation by the Board – including in relation to those provisions that used to appear in the body of the constitution.</p>
13 and 21	If a member does appeal a suspension or termination they have to pay a deposit (currently \$250). The deposit is returned to them if they then appear at the appointed hearing – otherwise it is forfeited.	To discourage members putting the Club and directors to the expense and inconvenience of having to turn up for a scheduled appeal hearing only to find that the person appealing does not show up.
14	Specific acknowledgement that the Club does not have the power to fine or impose any monetary penalty on a member.	
16(d)	The continuing directors are excused from filling a casual vacancy on the Board that arises within six months of the upcoming AGM.	<p>This does not change the quorum requirements.</p> <p>This does not prevent the Board filling the casual vacancy, if the Board wishes.</p> <p>The concern is to allow some flexibility when an election is relatively imminent.</p>

New provision	Brief summary of change or new position	Comments
20	Provision for disciplinary hearings be at a place determined by the Disciplinary Committee – but usually at the Tumbi Umbi premises.	
43	Requirement for members returning after suspension or applying for readmission after termination, to attend a Return Interview if the Club requires.	
Attachment 3 – Board and Board Elections Regulations	This gathers together all of the existing provisions in relation to the composition of the board, qualifications to be a director and the holding of elections.	<p>There are no substantive changes except as set out further below.</p> <p>Having all of these provisions together will make it much easier for candidates and management to work with these requirements.</p> <p>These provisions operate as if in the main part of the Constitution and can only be amended by members special resolution.</p>
5	<p>This repeats and expands on the existing a list of qualification requirements in order to be a director of the Club, including (amongst others that repeat the general law):</p> <ul style="list-style-type: none"> • five years continuous membership • not having been a Club employee within the last five years • not having an inappropriate insurance history • not currently under suspension; and not expelled or suspended for three months or more within the previous five years • no serious criminal conviction still on the record • attendance at a pre-nomination information session – if any are prescribed <p>plus other requirements that are in line with the existing Constitution.</p>	<p>These are proposed in order to better safeguard the continuity of Club management through the Board.</p> <p>Change in the current prior membership requirement from three years to five years – but with the Board having the power to grant exemptions in cases thought appropriate.</p>
8.2(g)	There has long been a restriction against more than two directors at any one time who are interested in properties adjacent to any of the Club's licensed premises. Previously the test was for properties within 100 m. This increases that to 500 m.	This has always been intended to guard against people in that category taking full control of the Board, whilst at the same time not fully excluding some people in that category from the Board.
12	There is now a table setting out the election process and timings. The opportunity has been taken to clarify and rationalise the process and the timings.	Broadly, the process remains unchanged although some of the specific details and timings have been fine tuned.
14.2(d)	If insufficient candidates are nominated to fill vacancies on the Board at an AGM, then the continuing directors fill those vacancies as casual vacancies.	Currently in that case, the vacancies would be filled by resolution at the AGM. That is no longer thought to be appropriate because it could lead to less-than-optimal “on the spot” decisions.
18	<p>The Disciplinary Code will make it clear that disciplinary action against a director can only be taken by the Board itself.</p> <p>If a director is suspended pending a hearing then during the period of suspension they are disqualified from acting as a director.</p>	The proposal for a suspended director to not participate in Board meetings, seems appropriate. However, it has not been tested in the courts.

New provision	Brief summary of change or new position	Comments
Attachment 4 – Meeting Standing Orders	<p>Several existing provisions about the conduct of members' meetings, have been moved into this attachment.</p> <p>There are also additional provisions aimed at regulating the conduct of meetings in a proper, fair and usual way.</p>	<p>It is also important to note that the Board already has the power by By-law to address most if not all of these matters.</p> <p>In addition, under the general law the Chairperson at any meeting already has most if not all of the powers set out here.</p> <p>But it will be helpful for future Chairpersons and participants at meetings to have clear statements of expectations, especially for those not used to appropriate formal meeting procedures.</p> <p>Having these provisions together will make it easier for these requirements to be made available to members in advance of meetings and easier for reference by the Chairperson at meetings.</p> <p>This Code will also operate as a By-law and like any By-law be subject to variation by the Board – including in relation to those provisions that used to appear in the body of the constitution.</p>