

ASSYRIAN SPORTS & CULTURAL CLUB LIMITED
(ACN 001 063 716)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of the **Assyrian Sports & Cultural Club Limited** to be held on **Sunday, 25 February 2024** commencing at the hour of **2pm** at the premises of the Club, 52-54 Stanbrook Street, New South Wales.

AGENDA

1. Welcome;
 2. Apologies;
 3. To receive and consider the minutes of the previous Annual General Meeting held on 19th February 2023;
 4. To receive and consider:
 - (a) the financial report of the Club;
 - (b) the directors' report;
 - (c) the auditor's report;for the financial year ending 30 June 2023.
 5. Questions in relation to the Financial Report must be in writing (via email to **ceo@culturalclub.com.au**) and in the hands of the Chief Executive Officer no later than 5:00pm on Sunday, 18 February 2024. This requirement is necessary to enable accurate and factual answers to be researched and prepared for members' information prior to the Annual General Meeting.
 6. To consider and, if thought fit, pass the Ordinary Resolutions (set out below) conferring benefits on Directors;
 7. To consider and if thought fit pass the Special Resolutions set out below.
 8. To transact and deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.
 9. To conduct the ballot and declare the elected Directors for the ensuing two years in accordance with the biennial system for the election of directors as noted in Rule 28 of the Constitution.
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FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976, the members hereby:

1. approve expenditure by the club in a sum not exceeding \$20,000 for the period preceding the 2024 Annual General Meeting for the following expenses, subject to approval by the Board of Directors:
 - (a) The cost of a meal and beverage for each Director at a reasonable time before or after a Board or Committee meeting, on the day of that meeting.
 - (b) The cost of a meal and beverage for each Director at a reasonable time before or after a Board or Committee meeting, on the day of that meeting.
 - (c) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties, including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
 2. The members acknowledge that the benefits in paragraph 1 above are unavailable to members generally but only for those who are Directors of the Club.
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SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976, the members hereby:

1. approve expenditure by the Club in a sum not exceeding \$30,000 for the professional development and education of Directors preceding the 2023 Annual General Meeting, including:
 - (a) The reasonable cost of Directors attending at the Clubs NSW meetings and seminars.
 - (b) The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
 - (c) The reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board from time to time.
 - (d) The reasonable cost of Directors attending other Clubs for observing their facilities and methods of operation.
 - (e) Attendance at functions with partners where appropriate and required, to represent the Club.
2. The members acknowledge that the benefits in paragraph 1 above are unavailable to members generally but only for those who are Directors of the Club.

NOTES TO MEMBERS ON THE ORDINARY RESOLUTIONS

These notes are to be read in conjunction with the proposed two Ordinary Resolutions set out above:

1. To be passed, each Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
2. Because of the provisions of the Corporations Act 2001, the Ordinary Resolutions must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
3. Section 10(6)(d) of the *Registered Clubs Act* allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.
4. Section 10(6A) of the *Registered Clubs Act* provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.

FIRST SPECIAL RESOLUTION

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

That the Constitution of Assyrian Sports & Cultural Club Limited be amended by:

- (a) **inserting** the following sentence into the end of Rule 2.4:

“Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.”
- (b) **inserting** the following new Rule 2.5:

“2.5 The Constitution and By-laws of the Club have effect as a contract between:

 - (a) *The Club and each member; and*
 - (b) *the Club and each director;*
 - (c) *each member and each other member,*

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.”

- (c) **inserting** the following new definitions into Rule 3.1 in alphabetical order:
- (h) **"Director Identification Number"** means the number that is referred to by the same words in section 1272C of the Corporations Law that a member of the club must have before that member can be elected or appointed to office as a director of the Club.
 - (i) **"Financial member"** means a member of the Club who has renewed their membership and/or paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
 - (n) **"Non financial member"** means a member who has not renewed their membership and/or not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
 - (p) **"Quarter"** means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December."
- (d) **deleting** Rule 3.2 and **renumbering** the remaining provisions of Rule 3 accordingly.
- (e) **deleting** Rule 10.1 and inserting the following Rule 10.1:
- "10.1 Deleted."
- (f) **deleting** Rule 10.5 and **inserting** the following new Rule 10.5:
- "10.5 The number of Full members having the right to vote in the election of the Board shall be not less than the minimum number of Full members that must be entitled to vote under the requirements of the Registered Clubs Act."
- (g) **deleting** from Rule 12.2 the words "within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner)".
- (h) **deleting** from Rule 12.3 the word "are" and **inserting** the words "may be".
- (i) **inserting** the following new Rule 12.5:
- "12.5 The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club."
- (j) **inserting** into the beginning of Rule 14.1 the following words "Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant statutory body,"
- (k) **inserting** the following new Rule 14.3 and **renumbering** the remaining provisions of Rule 14 accordingly:
- "14.3 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 18.1(c) on the first day that they enter the Club's premises during that period."
- (l) **inserting** into Rule 14.6 after the words "membership of any Temporary member" the words "and/or may refuse a person admission to the Club as a Temporary member".
- (m) **inserting** into Rule 15.4 after the words "shall be in writing" the words "either in hard form or created electronically,".
- (n) **deleting** Rule 15.4(d) and **inserting** the following new Rules 15.4(d) and (e) and **renumbering** the remaining provisions of Rule 15.4 accordingly:
- (d) the email address of the applicant;
 - (e) the telephone number of the applicant;"

- (o) **inserting** into the beginning of Rule 15.5 the words “Except in the case of an online application for membership,”.
- (p) **inserting** the following new Rule 15.6 and **renumbering** the remaining provisions of Rule 15 accordingly:
“15.6 Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board via by-law from time to time.”
- (q) **inserting** into renumbered Rule 15.7 after the words “application for membership is presented” the words “in accordance with Rule 15.5”.
- (r) **correcting** the cross reference in renumbered Rule 15.8 from “15.6” to read “15.7”.
- (s) **deleting** from renumbered Rule 15.9 the words “and address” and **inserting** after the words “each applicant for membership” the words “(whether it is in hard form or created electronically)”.
- (t) **deleting** from renumbered Rule 15.10 the words “deposit at the office of the nomination form” and **inserting** the words “Club’s receipt of the nomination form (including an electronic nomination form in accordance with Rule 15.6 above)”.
- (u) **deleting** Rule 16.1 and **inserting** the following new Rule 16.1:
“16.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.”
- (v) **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.”
- (w) **deleting** Rule 16.6 and **inserting** the following new Rule 16.6:
“16.6 The Secretary shall place on the Club’s noticeboard and on the Club’s website details of the due date for payment of the joining fee, subscription, levy or other payment in Rule 16.4.”
- (x) **deleting** the first sentence of Rule 17.1 and **inserting** the following new first sentence:
“Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:”
- (y) **deleting** Rule 18.1(a)(ii) and **renumbering** the remaining provisions of Rule 18.1(a) accordingly.
- (z) **inserting** into the beginning of renumbered Rule 18.1(a)(iv) the words “for the purposes of the Registered Clubs Act only,”.
- (aa) **deleting** the sub-heading and Rule 19 and **inserting** the following new sub-heading and Rule 19:
“19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS
19.1 Every member must advise the Secretary of any change in their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.”
- (bb) **inserting** the following new Rule 20.2(a)(ii) and **renumbering** the remaining provisions of Rule 20.2(a) accordingly:
“(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;”
- (cc) **deleting** from Rule 20.2(b) the words “by a prepaid letter sent by post to the member’s last known address”.
- (dd) **inserting** the following new Rule 20.2(c)(iii):
“(iii) call witnesses provided that:
(1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and

(2) *the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting and the member must not act in an offensive or disruptive manner.*

(ee) **inserting** the following new Rules 20.2(d) and (e) and **renumbering** the remaining provisions of Rule 20.2 accordingly:

“(d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member’s conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

“(e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.”

(ff) **inserting** into the **renumbered** Rule 20.2(g) the word “may.” after the word “Board”, and **deleting** the words “must come to a decision as to whether the member is guilty or not of the charge” and **inserting** the following new sub-rules 20.2(g)(i) and (ii):

“(i) immediately come to a decision as to the member’s guilt in relation to the charge; or

“(ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.”

(gg) **deleting** the renumbered Rule 20.2(h) and **inserting** the following new Rule 20.2(h):

“(h) After the Board has come to a decision as to the member’s guilt in relation to the charge it must:

“(i) in the case of a decision under Rule 20.2(g)(i), immediately inform the member of the Board’s decision; or

“(ii) in the case of a decision under Rule 20.2(g)(ii), inform the member of the Board’s decision in writing within seven (7) days of the date of the decision of the Board.”

(hh) **deleting** Rule 20.2(i) and **inserting** the following new Rules 20.2(i) and (j) and renumbering the remaining provisions accordingly:

“(i) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:

“(i) at the meeting or afterwards; and

“(ii) by way of verbal or written submissions or a combination thereof.

“(j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.”

(ii) **inserting** the following new Rules 20.2(n) and (o):

“(n) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.

“(o) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in this Rule 20.2(a) is not strictly complied with, provided that there was no substantive injustice for the member charged.”

(jj) **deleting** from Rule 20.3 the words “or for five (5) weeks whichever is the sooner”.

(kk) **inserting** into the beginning of Rule 22.1 the words “Subject to the terms of the suspension,”.

- (ll) **inserting** into Rule 23.1(f) after the words “*that the Secretary*” the words “*or an employee exercising this power*”.
- (mm) **inserting** into Rule 23.1(g) after the words “*club licence,*” the words “*by-law,*”.
- (nn) **deleting** Rule 27.4(f) and **inserting** the following new Rule 27.4(f):
- “(f) *has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991).*”
- (oo) **inserting** the following new Rules 27.4(i) and (j) and renumbering the remaining provisions of Rule 27.4 accordingly:
- “(i) *disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation.*
- “(j) *Is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health.*”
- (pp) **inserting** the following new Rule 27.7:
- “27.7 *A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.*”
- (qq) **deleting** Rule 28.1(e) and **inserting** the following new Rules 28.1(e) to (h) inclusive and renumbering the remaining provisions of Rule 28.1 accordingly:
- “(e) *Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.*
- “(f) *The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.*
- “(g) *The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.*
- “(h) *A nomination can be withdrawn:*
- “(i) *by the nominee at any time up to seven (7) days prior to the Biennial General Meeting; and*
- “(ii) *by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.*”
- (rr) **deleting** renumbered Rule 28.1(j) and **inserting** the following new Rule 28.1(j):
- “(j) *If the full number of candidates for the Board is not nominated then those candidates who are nominated shall be declared elected and the unfilled positions shall be casual vacancies for the purposes of Rule 35.2.*”
- (ss) **inserting** the following new Rule 28.3:
- “28.3 *The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 28 is not strictly complied with provided there is no substantive injustice for any candidates.*”
- (tt) **inserting** the following new Rule 29.3(q):
- “(q) *issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.*”
- (uu) **inserting** into Rule 29.10(a) after the word “*establish*” the words “*and/or dissolve*”.
- (vv) **deleting** from Rule 30.1 the word “*calendar month*” and **inserting** the word “*Quarter*”.
- (ww) **inserting** into the end of Rule 30.8 the following words:

“In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.”

(xx) **deleting** the sub-heading and Rule 31 and **inserting** the following new sub-heading and Rule 31:

“Material Personal Interests of Directors

31.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:*

- (a) declare the nature of the interest at a meeting of the Board; and*
- (b) comply with Rule 31.2.*

31.2 *Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*

- (a) must not vote on the matter; and*
- (b) must not be present while the matter is being considered at the meeting.”*

(yy) **deleting** the sub-heading and Rule 32 and **inserting** the following new Rule 32:

“REGISTERED CLUBS ACCOUNTABILITY CODE

32.1 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 32. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 32, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*

32.2 *A “pecuniary interest” in a company for the purposes of Rule 32.1 does not include any interest exempted by the Registered Clubs Act. For the purposes of this Rule 32, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

CONTRACTS WITH TOP EXECUTIVES

32.3 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*

- (a) the top executive’s terms of employment; and*
- (b) the roles and responsibilities of the top executive;*
- (c) the remuneration (including fees for service) of the top executive;*
- (d) the termination of the top executive’s employment.*

32.4 *Contracts of employment with top executives:*

- (a) will not have any effect until they are approved by the Board; and*
- (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

32.5 *Subject to any restrictions contained in the Registered Clubs Act and Rule 32, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*

32.6 A “pecuniary interest” in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.

LOANS TO DIRECTORS AND EMPLOYEES

32.7 The Club must not:

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

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

32.8 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

32.9 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person’s employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

32.10 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
- (b) any personal or financial interests of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club’s premises;
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;
- (e) the Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 32.

TRAINING DISCLOSURES

32.11 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.

32.12 The Club must indicate, by displaying a notice on the Club’s premises and on the Club’s website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

32.13 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and

- (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*"

(zz) **deleting** Rule 35.1 and **inserting** the following new Rule 35.1:

"35.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) *dies;*
- (b) *is disqualified for any reason referred to in Section 206B of the Act.*
- (c) *becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.*
- (d) *is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines within the 90 day period of absence that their office is not vacant as a result of that absence.*
- (e) *by notice in writing resigns from office as a director.*
- (f) *becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.*
- (g) *ceases to be a member of the Club.*
- (h) *becomes an employee of the Club.*
- (i) *was not eligible to stand for or be elected or appointed to the Board.*
- (j) *cease to hold the necessary qualifications to be elected or appointed to the Board.*
- (k) *is convicted on an indictable offence (unless no conviction is recorded).*
- (l) *is not a Financial member of the Club.*
- (m) *is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.*
- (n) *is removed from office as a director in accordance with the Act and this Constitution.*
- (o) *does not hold a Director Identification Number (unless exempted from doing so)."*

(aaa) **deleting** Rule 36.4(a) and **inserting** the following new Rule 36.4(a):

"(a) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting."

(bbb) **inserting** the following new Rule 36.19 and renumbering the remaining provisions of Rule 36 accordingly:

"36.19 The chairperson:

- (a) *Is responsible for the conduct of the general meeting; and*
- (b) *shall determine the procedures to be adopted and followed at the meeting;*
- (c) *may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting."*

(ccc) **deleting** the sub-heading above renumbered Rule 36.37 and **inserting** the following new sub-heading and Rules 36.41 to 36.44 inclusive:

"ADJOURNMENT, CANCELLATION AND USE OF TECHNOLOGY FOR GENERAL MEETINGS

...

- 36.41 *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*
- 36.42 *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*
- 36.43 *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*
- 36.44 *If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.”*

(ddd) **deleting** the sub-heading above Rule 44 and **inserting** the following new sub-heading and Rule 44:

“44. NOTICES, MEETINGS AND VOTING MEANS

- 44.1 *Without limiting the provisions of the Act or the Registered Clubs Act, a notice may be given by the Club to any member either:*
- (a) *personally; or*
 - (b) *by sending it by post to the address of the member;*
 - (c) *by sending it to the electronic address of the member;*
 - (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*
- 44.2 *Where a notice is sent to a member in accordance with Rule 44.1(a) the notice shall be deemed to have been received on the day it is given to the member.*
- 44.3 *Where a notice is sent to a member in accordance with Rules 44.1(b) and 44.1(c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*
- 44.4 *Where a notice is sent to a member in accordance with Rule 44.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.*
- 44.5 *In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but it is not required to):*
- (a) *distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or*
 - (b) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*
 - (c) *allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.*
- 44.6 *If there is any inconsistency between Rule 44.5 and any other provision of this Constitution, Rule 44.5 shall prevail to the extent of that inconsistency.”*

(eee) **inserting** the following new Rule 48.2 and renumbering the remaining provisions of Rule 48.2:

“48.2 In addition to Rule 48.1, the Board may create, register or trademark any additional logos, business names and may adopt such appropriate branding to represent the Club as the Board may determine from time to time.”

- (fff) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on First Special Resolution

1. **The First Special Resolution** proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act.
2. **Paragraphs (a) and (b)** amend the Rules to clarify that each member is bound by the Constitution, and it operates as a contract between the Club and each member, the Club and each Director and between each member and each other member.
3. **Paragraphs (c) and (d)** insert new and amend existing definitions used in the Constitution.
4. **Paragraphs (e) and (f)** update the Rules in relation to membership to accord with the requirements of the Registered Clubs Act.
5. **Paragraphs (g) to (i)** inclusive amend the Rules that relate to Provisional membership including by removing the 6-week time limit on a person's application for Provisional membership. The amendments also seek to clarify the rights and privileges of Provisional members (ie those persons who have made application for membership and are awaiting consideration of their membership application by the Board).
6. **Paragraphs (j) to (l)** inclusive update the Rules relating to Temporary membership to accord with the Registered Clubs Act.
7. **Paragraphs (m) to (t)** inclusive adopt recent amendments to the Registered Clubs Act which remove the requirement to obtain the details of an applicant for membership's occupation and having to place the address of a new member on the Club's noticeboard. The Club will also collect the email address and mobile number for new members. The amendments also clarify that the Club can utilise the Club's website to process membership applications.
8. **Paragraphs (u) and (v)** amend the Rules dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the Registered Clubs Act.
9. **Paragraph (w)** amends the Rule to provide that the Secretary is not required to provide individual notice to each member of the due date for subscriptions and clarifies that the Secretary may advise members of these details via the noticeboard and the Club's website.
10. **Paragraph (x)** clarifies that a Non Financial member is not entitled to the privileges of membership of the Club whilst they remain Non Financial.
11. **Paragraphs (y) and (z)** update the requirements of the Club to keep a register of members to align with the Registered Clubs Act.
12. **Paragraph (aa)** clarifies that members must notify the Club of changes to their contact details.
13. **Paragraphs (bb) to (jj)** inclusive amend the existing provisions relating to disciplinary matters to bring the Constitution into line with the requirements of the common law and best practice. Paragraph (qq) amends the provision dealing with the provisional suspension of membership pending a disciplinary hearing in Rule 20 so that the provisional suspension will last until the hearing of the disciplinary hearing and not end within 5 weeks if the hearing has not taken place.
14. **Paragraph (kk)** clarifies that if a member is suspended from certain privileges of membership, the member is not entitled to those privileges whilst under suspension.
15. **Paragraphs (ll) and (mm)** correct references to amended legislation. Paragraph (ll) also clarifies that if an employee of the Club suspects that a person (including a member) is in possession of a prohibited drug or a prohibited plant, that person can be removed from the premises of the Club in accordance with the powers provided under section 77 of the Liquor Act.
16. **Paragraphs (nn) to (pp)** inclusive amend the Rules that relate to the circumstances under which a member will not be eligible to nominate for election to the Board to accord with the requirements of the Corporations Act and

best practice. The amendments set out additional grounds upon which a member will be ineligible to be elected to the Board including if they cease to be a Financial member, or if they are declared ineligible under the Corporations Act or if they do not have a Director Identification Number as is required by law.

17. **Paragraph (qq)** clarifies that it is the responsibility of every nominee for election to the Board to ensure that their nomination form is correct and that a candidate can withdraw their nomination prior to the commencement of voting, and can be withdrawn by the Club at any time if the nominee has failed to correctly complete the nomination form/or the nominee is actually ineligible to nominate for the Board.
18. **Paragraph (rr)** amends the Rule relating to the election of the Board to provide that if there is an insufficient number of nominees for the positions to be elected on the Board, rather than call for further nominations from the floor of the Annual General Meeting, those unfilled positions will be casual vacancies and may be filled by the Board in due course.
19. **Paragraph (ss)** clarifies that a failure to strictly follow all the procedures in the Constitution in relation to the election of the Board does not invalidate the election process.
20. **Paragraphs (tt) and (uu)** amend and clarify the existing provisions relating to the powers of the Board to bring the Constitution into line with best practice. For example, the amendments clarify that the Board has the power to make reasonable requests and directions of members to foster the proper operation of the Club's business, and that the Board has the power to create and dissolve sub clubs of the Club.
21. **Paragraph (vv)** amends the existing Rule to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the Registered Clubs Act which removed the requirement for the Board of a Club to meet at least once a month, and replaced it with a requirement to meet at least once every 3 months.
22. **Paragraph (ww)** clarifies that the Board may pass a resolution by way of email. This is permitted by the Corporations Act.
23. **Paragraphs (xx) and (yy)** amends the Rules relating to corporate governance and Board accountability to bring the Constitution into line with the Registered Clubs Act and reflect the provisions of the Accountability Code.
24. **Paragraph (zz)** amends Rule 35.1 which deals with the grounds upon which a casual vacancy on the Board of the Club will arise to reflect best practice. For example, a casual vacancy will arise if a Director becomes prohibited from being a member of the Board by reason of any order or declaration made under the Corporations Act, the Registered Clubs Act or the Liquor Act or if the director ceases to be a member or becomes an employee of the Club.
25. **Paragraph (aaa)** updates Rule 36.4(a) which relates to the rights of the membership to call and hold a general meeting of the Club to ensure the Rule aligns with the requirements of the Corporations Act.
26. **Paragraph (bbb)** inserts a new Rule 36.19 which sets out the powers of the chairperson of a general meeting in more detail to reflect the common law.
27. **Paragraph (ccc)** updates the Rules relating to general meetings to reflect the Corporations Act by allowing the Club to cancel a general meeting if needed, or to hold virtual only general meetings and/or Annual General Meetings (but only if permitted under the Corporations Act).
28. **Paragraph (ddd)** amends existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds Rule 44.5 to reflect the Registered Clubs Act including by allowing the Club to send notice of a general meeting and documents relating to a meeting electronically.
29. **Paragraph (eee)** proposes to insert a new Rule 48.2, which clarifies that the Board of the Club has the power to register and adopt additional logos, business names and branding as the Board deems appropriate from time to time.
30. **Paragraph (fff)** permits any necessary amendments to be made to address any anomaly in Rule numbering or cross referencing and to fix any typographical errors (if any) found in the Constitution.

SECOND SPECIAL RESOLUTION

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

That the Constitution of Assyrian Sports & Cultural Club Limited be amended by:

- (a) **inserting** the following new sub-heading and Rules 20.7 to 20.12 inclusive:

“ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 20.7 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or 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.*
- 20.8 *In respect of any suspension pursuant to Rule 20.7, the requirements of Rule 20.2(a) shall not apply.*
- 20.9 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20.5, 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 that the matter be dealt with by the Board pursuant to Rule 20.2(a).*
- 20.10 *If a member submits a request under Rule 20.9(d):*
- (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 20.2(a).*
- 20.11 *The determination of the Board in respect of the disciplinary proceedings referred to in Rule 20.10(b) shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).*
- 20.12 *This Rule 20 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.”*
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Notes to Members on Second Special Resolution

1. The Second Special Resolution inserts new Rules 20.7 to 20.12 which gives the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club.
 2. The member who is the subject of such a suspension of membership 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. If a member makes such a request of the Club, the Board must commence full disciplinary proceedings against the member using the standard procedure.
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THIRD SPECIAL RESOLUTION

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

That the Constitution of Assyrian Sports & Cultural Club Limited be amended by:

- (a) **inserting** the following new definitions into Rule 3.1 in alphabetical order:

*“**Board Appointed Director**” means a person appointed to the Board pursuant to Rule 27.2, the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 35.3 of this Constitution.”*

- (b) **deleting** Rule 27.1 and **inserting** the following new Rule 27.1:

“ 27.1 Subject to Rule 35, the Board shall consist of seven (7) directors who shall comprise a President, a Vice President, a Treasurer and four (4) ordinary Board members.”

- (c) **inserting** the following new Rule 27.2 and **renumbering** the remaining provisions accordingly:

“27.2 The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 27.1. The following provisions shall apply in respect of Board Appointed Directors:

- (a) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.
- (b) A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.
- (c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.”

(d) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on the Third Special Resolution

1. **The Third Special Resolution** reduces the total number of elected directors from nine (9) to seven (7) directors, and makes further consequential amendments to the Constitution.
2. If the Third Special Resolution is passed, the amendments will come into effect immediately, with the Board to be declared elected at the Annual General Meeting held on 25 February 2024 to consist of seven (7) elected directors. If the Third Special Resolution is not passed, the Board will continue to consist of nine (9) persons and nine (9) positions will be available for election at the Annual General Meeting.
3. **Paragraphs (a) to (c)** inclusive insert a new definition of “Board Appointed Director” and the new Rules 27.1 and 27.2.
4. Rule 27.1 currently provides that the Board shall consist of nine (9) persons, comprising of a President, a Vice President, a Treasurer, an Honorary Secretary and five (5) ordinary Board members. In addition to reducing the number of elected directors by two, the title of the Board position of Honorary Secretary has been amended by paragraph (b).
5. **Paragraph (b)** amends Rule 27.1 to provide that the Board will consist of seven (7) persons, comprising a President, Vice President, a Treasurer and four (4) ordinary directors. The amended Rule 27.1 retains three of the executive positions being President, Vice President and Treasurer but renames the position of Honorary Secretary to be an ‘ordinary director’ position. This change is consistent with industry best practice as the Club employs a Secretary for the purposes of the Registered Clubs Act (being the Chief Executive Officer) and the role of the employed Secretary is distinct from the role of the Club’s directors. The amendment to the title of the Board position of ‘Honorary Secretary’ to read ‘ordinary director’ clarifies this distinction.
6. Rule 27.2 enshrines in the Constitution the Board’s legislative power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies).
7. The Registered Clubs Act and Registered Clubs Regulations enable boards of registered clubs to appoint up to two (2) directors (who are not elected by members or appointed by the Board to fill casual vacancies) to the Board.
8. The following applies in relation to Board Appointed Directors:
 - (a) the Board may appoint up to two persons to the Board and these directors will be in addition to the seven persons the membership elect;
 - (b) the Board is not required to appoint persons to the Board, but it may do so if it wishes provided that the appointment would not result in the total number of board members exceeding the statutory maximum of nine (9) persons;
 - (c) any person appointed by the Board to be a director of the Club 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 this Constitution such as belonging to a particular category of membership or being a member for a specific period of time before standing for or being elected or appointed to the Board;
 - (d) 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:

- (i) the reasons for the person's appointment, and
 - (ii) the person's relevant skills and qualifications, and
 - (iii) any payments to be made to the person in connection with his or her appointment.
- (e) This amendment allows the Board to identify persons with particular skills, expertise and experience which may be beneficial to the Club and allow the Board to appoint those persons to the Board.
9. For example, the Club may undertake a major construction project in the future and none of the directors at the time may have expertise in construction. This amendment allows the Board to identify and appoint a person or persons with expertise in construction who will be able to assist the Club in completing the construction project.
10. **Paragraph (d)** permits any necessary amendments to be made to address any anomaly in Rule numbering or cross referencing and to fix any typographical errors (if any) found in the Constitution.
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Procedural matters

1. Amendments to each of the Special Resolutions will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of a Special Resolution.
 2. To be passed, each Special Resolution requires votes from not less than three quarters of those members who, being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
 3. Under the Club's Constitution only Life and financial Full Club members are eligible to vote on the Special Resolutions.
 4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 5. The Board of the Club recommends that members vote in favour of each of the Special Resolutions as they will keep the Club's Constitution current with relevant legislation affecting clubs.
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By direction of the Board

Dated: 30 January 2024



Andrew Anoih
Chief Executive Officer