

**THE FRATERNITY BOWLING AND RECREATION CLUB
LIMITED**

**NOTICE OF ANNUAL GENERAL MEETING
2021**

TUESDAY, 14 DECEMBER 2021 AT 7:00PM

UPCOMING EVENTS

A black rectangular poster with festive Christmas decorations on the left side, including a red ornament, cinnamon sticks, and a sprig of holly. The word "CHRISTMAS" is written in a gold, arched, sans-serif font. Below it, "Lunch Buffet" is written in a large, white, cursive script font. A thin gold horizontal line separates the title from the date. The date "12PM SATURDAY 25TH DECEMBER" is written in a white, bold, sans-serif font. Another thin gold horizontal line separates the date from the ticket information. The ticket information is written in a gold, sans-serif font: "ALL YOU CAN EAT CHRISTMAS BUFFET TICKETS", "\$110 Adults", "\$50 Child (5-12 years old)", and "\$20.00 Child (under 5 years old)". At the bottom, in a small white font, it says "Bookings are essential and spots are strictly limited."

CHRISTMAS

Lunch Buffet

12PM SATURDAY 25TH DECEMBER

ALL YOU CAN EAT CHRISTMAS BUFFET TICKETS

\$110 Adults
\$50 Child (5-12 years old)
\$20.00 Child (under 5 years old)

Bookings are essential and spots are strictly limited.

A poster with a rustic wooden background. At the top, there's a photo of a ham on a wooden board, a glass of red wine, and some oranges. The word "Christmas" is written in a large, gold, cursive script font, and "HAM RAFFLE" is written below it in a bold, red, sans-serif font. A red horizontal band across the middle contains the text "50 HAMS TO WIN EVERY WEEK!" in white, bold, sans-serif font. Below this band, on the wooden background, is the text "Friday's Tickets on sale from 6pm | Draw starts 7pm" and "Sunday's Tickets on sale from 3.30pm | Draw starts 4.30pm" in a white, sans-serif font. Further down, "RAFFLE DATES:" is written in gold, followed by "November: 12th, 21st, 26th" and "December 5th, 10th, 19th" in white. At the bottom, two promotional offers are listed in gold: "BUY \$25 WORTH OF TICKETS AND GET \$25 WORTH OF TICKETS FREE!" and "BUY \$50 WORTH OF TICKETS AN GET \$100 WORTH OF TICKETS FREE!".

Christmas

HAM RAFFLE

50 HAMS TO WIN EVERY WEEK!

Friday's Tickets on sale from 6pm | Draw starts 7pm
Sunday's Tickets on sale from 3.30pm | Draw starts 4.30pm

RAFFLE DATES:
November: 12th, 21st, 26th
December 5th, 10th, 19th

**BUY \$25 WORTH OF TICKETS AND
GET \$25 WORTH OF TICKETS FREE!**

**BUY \$50 WORTH OF TICKETS AN
GET \$100 WORTH OF TICKETS FREE!**

See all information about upcoming events on our website.

FROM THE PRESIDENT

Dear Members,

On behalf of the Board of Directors, it is a pleasure once again to present to the members of the Fraternity Club the Annual Report for the Financial year ended June 30th, 2021, to be presented at the Annual General Meeting on the 14th of December 2021.



In what has been another challenging year for everyone we would like to thank our members for their amazing, continued support. The COVID pandemic has been one of the Clubs' greatest challenges, impacting in so many ways. We are thankful that we have such amazing members and a team of dedicated staff.

The Financial result for the 2020/2021 year was a \$2.39 million profit which is another excellent result. If we add back depreciation and Interest that's an EBITA of over \$3.6 million dollars generated so the Clubs' cash position was quite strong. We are also very thankful for the government support received due to the pandemic.

I am very pleased to report that we have completed the new entrance to our Main Function Lounge and have added some new meeting rooms. The upstairs area has also had new carpet installed and the complete area has been repainted. Il Bene Pizzeria has been retiled with a non-slip wooden tile and the area repainted as well for a new fresh clean look.

At present, we have a DA application lodged with Wollongong Council to extend the Gaming Lounge so as we can ensure we adhere to the social distancing requirements. We look forward to a positive outcome.

Our commitment to our local community and beyond continued throughout the last financial year. Our community and Clubs Grants donations continued during the year which assisted many community organisations and continued developing key partnerships with our sporting organisations and all our associations. The Wollongong Wolves, Port Kembla Football Club Greenacres & Southern Youth Family Services are some of these beneficiaries.

During the year, the Board continued their participation in training courses conducted by Clubs NSW to fulfil our duties as Directors and participated in many briefings from Clubs NSW. A special thank you to all Board members on their contribution and a special thanks to Board member Dario Trevisi who has been a Club Director since November 2008, 13 years continuous service an outstanding achievement.

To our Executive Management Team Greg Field and Tony Rodrigues and all the Clubs' staff we sincerely thank you for a dedicated and wonderful achievement throughout the year. A special thanks to Maurizio Vilella and his dedicated team of chefs for the wonderful food they have provided us in our restaurants, award winning dishes, highlighted by winning the Perfect Plate for NSW Clubs and to David Ricci our Functions chef.

To our wonderful members, of which there are many a big thank you to you all for your patronage and understanding. Our progress since the Receivership ended in 2013 is one we should all be proud of. Together we will continue to make a difference.

Mick Cuda

The Fraternity Club President

FROM THE GENERAL MANAGER

Dear Members

As I write this report it is wonderful to see so many members returning to the club after nearly a 4 month lock down period. I am looking forward to the coming period as a return to normal.



The result for the 2020-21 financial year was an excellent profit of \$2.39 million. Operating revenue grew by 3% during the year. Expenses were well contained across all areas resulting in an 8% reduction in operating costs. Our cash reserves grew by over

\$1million during the year and debt was reduced by another \$600,000. The club is in a very strong financial position despite the disruptions of the past 18 months.

The major achievement of the year was the club winning the Best Club dish in NSW for medium clubs in the Perfect Plate competition. This is a fantastic achievement, and I am very proud of all the team that helped win us the award. And a big thank you to all the members who took the time to vote for the Carbonara Tartufata. If you haven't tried it yet do yourself a favour and come into the trattoria, the dish is still on the specials menu.

The Fraternity club has once again been a great community supporter in the past 12 months helping Greenacres, Southern Youth Family Services, Corrimal High School and the Miracle Babies Foundation.

This year we were the hospitality partner of the A-League Wellington Phoenix. We fed the team after training and before games and formed a good relationship with the players and coaches. Naturally, they all loved our food. Unfortunately, the Phoenix just missed out on the finals. We look forward to hosting them again when they play games at Wollongong Stadium in the future.

We also continued our support of football in the Illawarra. The premier league season sponsorship of the Frat Cup as well as the Wollongong Wolves, Port Kembla Football Club, Port Pumas, the White Eagles and Corrimal Rangers. This year we also helped the Corrimal Cougars Junior Rugby League and were the major sponsor of the Womens 20/20 cricket competition in Illawarra. The club is very proud to support sport in the Illawarra.

I thank the Board for all their hard work and effort over the previous 12 months. The good governance measures introduced and monitored by the Board has enabled the club to negotiate the Covid lockdown periods by conserving costs during these tough times and ending with healthy cash reserves.

I would like to acknowledge the great efforts of our management team and all the staff for making the Frat, the best club in the Illawarra. It has been a difficult year for the hospitality industry, and we hope soon to be able to take off our masks so you can see the smiling faces of our wonderful team.

As always, I would like to thank you, the members, for your continued loyal support is the reason the club is the best in the Illawarra and I look forward to seeing you around the club in the coming year.

Greg Field

The Fraternity Club General Manager

NOTICE OF ANNUAL GENERAL MEETING 2021

Notice is hereby given of the Annual General Meeting of the Fraternity Bowling & Recreation Club Ltd to be held at the Club, 11 Bourke Street Fairy Meadow on Tuesday, 14 December 2021 at 7:00pm.

AGENDA

1. Present
2. Apologies
3. Receive the minutes of previous annual meeting
4. Business arising from minutes
5. Adoption of minutes
6. Receive and consider the Director's Report, Auditor's Report and Financial Report for the financial year ending June 30, 2020
7. President's Report
8. Election of Officers – President and 3 Directors
9. To consider and if thought, pass the First and Secondary Resolutions in relation to Director's benefits as set out below
10. General Business

FIRST ORDINARY RESOLUTION

Pursuant to the Registered Clubs Act, the members hereby approve the following payments and benefits which are not available to members generally but only to those who are members of the Board of the Club and the other persons referred to below:

- a) The reasonable expenses incurred by members of the board for travelling in relation to and from their duties as members of the Board and as approved by the Board from time to time provided such expenses are supported by the production of invoices, receipts or other proper documentary evidence of such expenditure.
- b) The reasonable cost of members of the Board attending the Annual General Meeting and Conference of ClubsNSW and separately the Trade Show of ClubsNSW and such other seminars, lectures, trade displays, online training and other similar training as may be determined by the Board from time to time as being beneficial to the Club or as is required to satisfy the compulsory training required of Directors under the Registered Clubs Act.
- c) The reasonable cost of members of the Board attending other registered Clubs for the purpose of viewing and assessing the facilities of those clubs and methods of operation, provided such attendances are approved by the Board as being necessary in the interests of the Club.
- d) The provision of a suitably inscribed Club blazer and uniform for each member of the Board, as may be required by each new director.
- e) Each Director of the Board being entitled to the use of a designated car parking space provided in the Club's carpark.
- f) The reasonable cost of a meal and refreshments for each Director of the Board immediately before, during, or immediately after a Board or Sub Committee meeting provided such meeting occurs at a normal meal time.
- g) The 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.
- h) The reasonable costs of each member of the Board and their spouse/partner attending a dinner and other Club or Club Industry functions where appropriate and required by the Board to represent the Club.

The above remains unchanged from last year.

SECOND ORDINARY RESOLUTION

That the members hereby approve the payment of the following honorariums for the period between the Annual General Meeting on 30 November 2020 and the Annual General Meeting in 2021:

- a) Sum of \$8,500 to the President of the Board (which is also to cover his mobile phone expenses);
- b) Sum of \$1,000 to each of the other Directors of the Board

By order of the Board of Directors

Greg Field
General Manager
10/11/2021

NOTES TO MEMBERS

1. Once the other business of the Annual General Meeting is concluded and if a ballot for the election of the Board is required, the meeting will adjourn to allow the ballot papers to be counted. Once this is completed, the meeting will reconvene to declare the results of the election.
2. Under the Registered Clubs Act, proxy voting is prohibited and employees of the Club who are members are prohibited from voting.
3. To be passed, each of the two ordinary resolutions above must receive votes in their favour from not less than a simple majority of those members, who being entitled to do so, vote on the resolution in person at the meeting.
4. Annual Reports:
 - a. A number of years ago, all members were provided with a notice, inviting them to elect whether to receive the annual report, being the director's report, financial report and auditor's report in hard copy by post or electronically by email.
 - b. The annual report for the financial year ending 30 June 2021 will be provided in hard copy or by email, to those members who have previously elected to receive the annual report in this manner.
 - c. If you have not previously given the Club written notice electing to receive the annual report, you may still do so by completing and submitting a notice electing to receive the annual report which is available at the reception of the Club.
 - d. Alternatively, members can access the annual report on the Club's website at www.fraternityclub.com.au
5. Core Property and Non-Core Property
In accordance with Section 41J of the Registered Clubs Act, the core property of the Club is the whole of the physical premises and land to the North, South and East of the Club building at 11 Bourke Street, Fairy Meadow. On the 8 November 2011 at a General Meeting of members, the Club's main carpark was declared non-core property.
6. In relation to the resolutions for proposed honorariums, a Director may elect to not receive the payment or to receive only part of that payment, at his or her discretion. Any amount paid and not taken up in the 12-month period commencing from the AGM will become forfeit – that is, a Director cannot make any claim in respect of any unpaid honorariums in respect of a prior year. The honorarium is only applicable for the year approved by the resolution of the members.
7. Financial – Any questions of a financial nature should be received in writing by the General Manager no less than 7 days prior to the AGM.

NOTES TO MEMBERS IN RELATION TO RESOLUTION FOR LIFE MEMBERSHIP

8. Under the Club's Constitution, members who have rendered outstanding service to the Club may be elected to Life membership on an appropriate recommendation from the Board.
9. A person elected as a Life member is relieved from payment of any subscription of levies and has all the rights and privileges of Fraternity membership.
10. To be passed, each of the Resolutions for Life membership require votes from a majority of those members present and voting at the meeting.

By order of the Board of Directors Greg Field
General Manager
10/11/2021

THE FRATERNITY BOWLING & RECREATION CLUB LIMITED
ACN 001 005 545

NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of THE FRATERNITY BOWLING & RECREATION CLUB LIMITED to be held on 14 DECEMBER, 2021 at the premises of the Club at 11 Bourke St, Fairy Meadow NSW members will be asked to consider and if thought fit pass the Special Resolution below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.

Only Life members and financial Foundation, Gold Plus, and Fraternity members are entitled to vote on the Special Resolution.

Under the Registered Clubs Act:

members who are employees of the Club are not entitled to vote; and

proxy voting is prohibited.

Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.

The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

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

That the Articles of Association of The Fraternity Bowling & Recreation Club Limited be amended by:

- (a) inserting the following new definitions into Article 1(a) in alphabetical order:
- “Board Appointed Director” means a person appointed to the Board pursuant to Article 43G, 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 Article 57 of this Constitution.
- “The Code” means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.
- “Financial member” means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- “Non Financial member” means a member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.”
- (b) deleting Article 1(b).
- (c) deleting from Article 9(b) the words “except as a Junior member of the Club.”
- (d) deleting Articles 11(d) to (f) inclusive and renumbering the remaining sub-paragraphs of Article 11 accordingly.
- (e) deleting Articles 16(d), 16(f) and 16(g) and renumbering the remaining sub-paragraphs of Article 16 accordingly.
- (f) deleting Article 16A and inserting the following new sub-heading and Article 16A:
- “Former Gold Plus and Silver Plus members

(a) From the conclusion of the Annual General Meeting of the Club held in 2021, all Financial Gold Plus members will be transferred into the category of Fraternity membership.

(b) From the conclusion of the Annual General Meeting of the Club held in 2021, members who;

- i) are current financial Fraternity members; and
- ii) were formerly recorded in the Club's register of members as being a Silver Plus or a Gold Plus member;

will be entitled to a gold or a silver coloured membership card to acknowledge the member's contribution to the Club as either a former Gold Plus or Silver Plus member."

(g) inserting the following new Article 16B(e):

"The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises at any time without notice and without having to provide any reason."

(h) inserting into Article 24 after the words "The Board or the Secretary may at any time" the words "refuse a person admission to the Club as a Temporary member and/or".

(i) inserting into Article 29(a) after the words "the full name, address," the words "email address, telephone number".

(j) deleting from the first sentence of Article 30(a) the word "shall" and inserting the word "may".

(k) inserting the following new sub-heading and Article 35A:

"NON FINANCIAL MEMBERS"

35A Notwithstanding any other rule of these Articles, a Non Financial member shall not be entitled to:

- a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board;
- b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- c) attend or vote at any meeting of the Club or any Sub club;
- d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- e) vote in the election of the Board or any committee of a Sub club;
- f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- g) propose, second or nominate any eligible member for Life membership."

(l) deleting the sub-heading and Article 37 and inserting the new sub-heading and Article 37:

"NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS"

Members shall advise the Secretary of the Club of any change to their details (including address, email address and telephone number) within seven (7) days of the change to their details."

(m) deleting Article 38 and inserting the following new Article 38:

"The Club shall keep the following registers:

- (a) A register of persons who are Full members of the Club. This register shall set forth in respect of each of those members;
 - i. the name in full;
 - ii. the address;
 - iii. for the purposes of the Registered Clubs Act only, the occupation and if he is an Ordinary member, the date on which he last paid the annual fee for membership of the Club."

(n) deleting from Article 39(a) after the words "by notice in writing by a" the word "prepaid".

- (o) deleting Articles 39(b) to (e) inclusive and inserting the following new Articles 39(b) to 39(n) inclusive:
- (b) The member charged shall be entitled to:
 - (i) attend the hearing for the purpose of answering the charge; and
 - (ii) submit to the hearing written representations for the purpose of answering the charge;
 - (iii) call witnesses provided that:
 - A. 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
 - B. the Club cannot and will not force any person (including any member) proposed by the member charged as a witness to attend and provide evidence at the hearing.
 - (c) The member charged must act in an appropriate manner at the hearing.
 - (d) If the chairperson of the meeting 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 0 of this Article 39, 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
 - (f) The voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a two-thirds of the members of the Board present vote in favour of such motion.
 - (g) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.
 - (h) After the Board has considered the evidence put before it, the Board may;
 - (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.
 - (i) 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 Article 39(g)(i), immediately inform the member of the Board's decision; or
 - (ii) in the case of a decision under Article 39(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.
 - (j) 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 or verbal or written submissions or a combination thereof.
 - (k) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
 - (l) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.

(m) If a notice of charge is issued to a member pursuant to Article 39(a):

- (i) the Board by resolution; or
- (ii) the Secretary (independently of the Board),

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

(n) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Article 39 is not strictly complied with provided that there was no substantive injustice for the member charged."

(p) inserting the following new sub-heading and Article 39A:

"39A REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

(a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to paragraph 0 of this Article 39A, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
- (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (iv) who hawks, peddles or sells any goods on the premises of the Club;
- (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.
- (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.

(b) If pursuant to paragraph (a)0 of this Article 39A a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph 0 of this Article 39A) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

(c) Without limiting paragraph 0 of this Article 39A, if a person has been refused admission to or turned out of the Club in accordance with Article 39A(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.

(d) Without limiting paragraph 0 of this Article 39A, if a person has been refused admission to or turned out of the Club in accordance with Article 39A(a)(i), the person must not:

- (i) remain in the vicinity of the Club; or
- (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

(e) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Articles 39A shall be:

- (i) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; or
- (ii) any employee authorised by the Secretary to exercise such power."

(q) inserting the following new sub-heading and Article 39B:

“39B ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- (a) 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 three (3) months.
- (b) In respect of any suspension pursuant to paragraph 0 of this Article 39B, the requirements of Article 39 shall not apply.
- (c) If the Secretary (or his or her delegate) exercises the power pursuant to paragraph 0 of this Article, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
 - (i) the member has been suspended as a member of the Club; and
 - (ii) the period of suspension;
 - (iii) the privileges of membership which have been suspended; and
 - (iv) 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 Article 39.
- (d) If a member submits a request under paragraph 0 of this Article:
 - (i) the member shall remain suspended until such time as the charge is heard and determined by the Board;
 - (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Article 39; and

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).”

(r) deleting Article 40 and inserting the following new Article 40:

- “(a) A member may at any time resign from his or her membership of the Club by either:
 - (i) giving notice in writing to the Secretary; or
 - (ii) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- (b) A resignation pursuant to Article 40(a) shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (c) Any member who has resigned pursuant to Article 40 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club. Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance of subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under of the Memorandum of Association.”

(s) deleting from Article 42 the words “an Honorary Treasurer and seven (7)” and inserting the words “and six (6)” and deleting Article 42A.

(t) deleting Article 43(d) and inserting the following new Articles 43(d) and (e):

- “(d) Any member who:
 - (i) is an employee of the Club;
 - (ii) is currently under suspension pursuant to Articles 39 or 39B;
 - (iii) is not a Financial member;

- (iv) is disqualified from managing any company under the Act;
 - (v) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (vi) is prohibited 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;
 - (vii) 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);
 - (viii) was an employee of the Club during the two (2) years immediately preceding the proposed date of election or appointment to the Board;
 - (ix) was an employee of the Club whose employment was terminated by the Club for misconduct;
 - (xii) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);
 - (xiii) is a director of another registered club
- (u) **shall not be eligible to stand for or be elected or appointed to the Board.** deleting Article 43D and inserting the following new Article 43D:
- “To be eligible to hold the office of President a member, in addition to the qualifications in Article 43C(b), must also have either:
- (a) held office as a director of the Club continuously at least since the date of the Annual General Meeting of the Club immediately preceding the Annual General Meeting at which that person is a candidate for election to office as President; or
 - (b) formerly held the position of President for a minimum term of three (3) years within the previous ten (10) years immediately preceding the Annual General Meeting at which that person is a candidate for election to office as President.”
- (v) inserting the following new sub-heading and Article 43F:
- “43F MANDATORY DIRECTOR TRAINING
- Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.”
- (w) deleting from Article 44(b)(ii) the words “Bowls President” and “Bowls Secretary”.
- (x) deleting Article 44(c)(ii) and inserting the following new Article 44(c)(ii):
- “If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the annual General Meeting and the unfilled positions shall be casual vacancies for the purposes of Article 57.”
- (y) deleting Articles 46(b)(iv) to (vi) inclusive and renumbering the remaining sub-provisions of Article 46(b) accordingly.
- (z) inserting the following new Article 46(h) and renumbering the remaining sub-provisions of Article 46 accordingly:
- “(h) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.”
- (aa) deleting the last sentence of Article 48 and inserting the following new sentence:
- “The quorum for meetings of the Board shall be five (5) directors either personally present or connected remotely.”
- (bb) inserting the following new Articles 53A and 53B:
- “53A A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

53B In addition to Article 53, 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.”

(cc) deleting the Article 54 and inserting the following new sub-headings and Articles 54 and 54A inclusive:

“54. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- (a) 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:
 - (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Article 54(b).
- (b) Subject to Section 195 of 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:
 - (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

54A. REGISTERED CLUBS ACCOUNTABILITY CODE

- (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Article 54A. If there is any inconsistency between the Registered Clubs Accountability Code and this Article 54A, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
- (b) For the purposes of this Article 54A, 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

- (c) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
 - (i) the top executive’s terms of employment; and
 - (ii) the roles and responsibilities of the top executive;
 - (iii) the remuneration (including fees for service) of the top executive;
 - (iv) the termination of the top executive’s employment.
- (d) Contracts of employment with top executives:
 - (i) will not have any effect until they are approved by the Board; and
 - (ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- (e) Subject to any restrictions contained in the Registered Clubs Act and Article 54A(g), 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.
- (f) A “pecuniary interest” in a company for the purposes of Article 54A(e) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- (g) Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

- (i) the Secretary or a manager; or
- (ii) any close relative of the Secretary or a manager;
- (iii) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

- (h) The Club must not:
 - (i) lend money to a director of the Club; and
 - (ii) 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

- (i) 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.
- (j) 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

- (k) 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:
 - (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (ii) any personal or financial interest 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;
 - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (iv) 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;
- (l) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Article 54A.

TRAINING DISCLOSURES

- (m) The Club must make available to members:
 - (i) 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
 - (ii) 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.
- (n) 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

- (o) The Club must:

- (i) 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
 - (ii) 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."
- (dd) deleting Articles 56(a)(iii) and (vi) and renumbering the remaining sub-provisions of Article 56(a) and inserting the following new Articles 56(a)(v) to (xvi) inclusive:
 - "(v) dies;
 - (vi) is disqualified for any reason referred to in Section 206B of the Act.;
 - (vii) 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.
 - (viii) ceases to be a member of the Club.
 - (ix) becomes an employee of the Club.
 - (x) fails to complete the mandatory training requirements for directors referred to in Article 43F within the prescribed period (unless exempted);
 - (xi) was not eligible to stand for or be elected or appointed to the Board;
 - (xii) ceases to hold the necessary qualifications to be elected or appointed to the Board;
 - (xiii) is or has been convicted of an indictable offence (unless no conviction is recorded);
 - (xiv) is not a Financial member of the Club;
 - (xv) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;
 - (xvi) is removed from office as a director in accordance with the Act and this Constitution."
- (ee) inserting the following new Article 68A:
 - "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."
- (ff) inserting the following new Articles 69A to 69D inclusive:
 - "69A 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 Article 69A will not operate in relation to a meeting called pursuant to a request or requisition of members.
 - 69B 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.
 - 69C The Club may hold a general meeting (including an Annual General Meeting) at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the at the meeting.
 - 69D 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."
- (gg) deleting Articles 77 and 78 and inserting the following new Articles 77 to 78C inclusive:
 - "77. 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 recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by sending it to the electronic address (if any) nominated by the member;

- (d) by notifying the member in accordance with Article 78 (in the case of notices of general meetings (including Annual General Meetings) only).
 - 78. If the member nominates:
 - (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
 - (b) an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

 - (c) that the notice of meeting is available; and
 - (d) how the member may use the nominated access means to access the notice of meeting.
 - 78A Where a notice is sent to a member in accordance with Article 77, the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.
 - 78B Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Article 78, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.
 - 78C Notwithstanding any of the provisions of this Constitution, the Club may give notice of a meeting in accordance with Article 78(c) and (d) even if a member has not nominated a nominated notification means or nominated access means, if the Club is permitted to do so under the Act."
-

Notes to Members on Special Resolution

The Special Resolution proposes a series of amendments to the Club's Articles of Association to bring it into line with the Corporations Act, the Registered Clubs Act and best practice.

Paragraphs (a) and (b) update the definitions used throughout the Constitution.

Paragraphs (c), (d), (e) and (f) amend the existing membership categories. The following paragraphs explain those changes:

Junior Members

The Club proposes to close Junior membership as 30 June 2021.

Former Gold Plus and Silver Plus members

The membership categories of Gold Plus and Silver Plus were created in 2011 to increase revenue to support the Club when it was experiencing significant financial difficulties.

Members were invited to join these classes at that time for either a five year term (Silver Plus) or for a ten year term (Gold Plus) and paid a fee to belong to these categories. The categories of Gold Plus and Silver Plus are non-renewable. Under the Constitution, they automatically cease to exist

Accordingly, the membership category of Silver Plus ceased in 2016 and the Club's Gold Plus membership category will automatically close at the end of this year.

However, the Club would like to acknowledge the considerable contributions and ongoing support provided by Silver Plus and Gold Plus members to the Club over this time.

Accordingly, the Special resolution proposes to close the Gold Plus membership category at the Annual General Meeting. Those members who were formerly in the categories of Gold Plus or Silver Plus and who are current Financial Fraternity members, are eligible to receive either a gold or silver coloured membership card, as relates to their former category.

Paragraph (g) clarifies that an applicant for membership can be refused entry or removed from the premises of the Club at any time by the Secretary at their discretion.

Paragraph (h) clarifies that a Temporary member (i.e. a guest of the Club) can be refused entry to the Club at any time by the Secretary at their discretion.

Paragraphs (i) and (l) amend the existing requirements for membership applications to include the applicant's email address in order for the Club to contact members electronically. They also clarify that members are required to update the Secretary of any change to their contact details.

Paragraph (j) amends an existing Article to provide that the Secretary may provide notice of a person's election to membership to be given personally or forwarded or posted to such person, but is not required to do so.

Paragraph (k) clarifies that a person who is a Non Financial member is not entitled to enjoy any of the privileges of membership.

Paragraph (m) provides that the Club will keep a register of members as required by and in accordance with the Registered Clubs Act and the Corporations Act.

Paragraphs (n) and (o) update the existing disciplinary proceedings of the Club to align with best practice, providing the Club with the option to provide the result of any disciplinary proceedings via letter. The principles of natural justice and the Club's existing disciplinary procedure have been retained.

Paragraph (p) inserts a new Article that reflects the powers provided to the Club to refuse admission to or remove patrons from the premises of the Club in accordance with section 77 of the Liquor Act. The powers in Article 39A are no wider than those provided under the Liquor Act.

Paragraph (q) inserts a new Article that gives the Secretary, or his or her delegate, the power to suspend a member for up to 3 months without a disciplinary hearing being commenced by the Board, if the Secretary is of the opinion a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club. If a member wishes to challenge the Secretary's decision, disciplinary proceedings are then commenced and heard by the Board in the usual way.

Paragraph (r) clarifies the ways in which a member can resign from their membership.

Paragraph (s) deletes references to the former position of Treasurer.

Paragraph (t) provides further criteria that will render a member ineligible to be nominated or appointed to the Board to align with best corporate practice. For example, if a member has been convicted of an indictable offence, that member will not be eligible to nominate for the Board.

Paragraph (u) amends the eligibility criteria for a member to nominate for the position of President. Currently, only those members who have held office as a director of the Club continuously since the preceding Annual General Meeting can nominate as a candidate for election to office as President. The amendment provides an additional criteria in that a member can also nominate for the position of President if they have formerly held the position of President for a minimum term of three (3) years within the previous ten (10) years immediately preceding the nomination.

Paragraph (v) provides that any director of the Club must complete the mandatory director training as required by the Registered Clubs Act.

Paragraphs (w) and (y) remove references to the positions of Bowls President, Bowls Secretary and deletes other references to the conduct and management of the game of bowls as they are no longer required by the Club.

Paragraph (x) amends the existing Article to provide that if there is an insufficient number of nominations for the available positions to be elected to the Board, those members who have nominated will be elected and any remaining unfilled positions will be casual vacancies. The Club will no longer be required to call for further nominations from the floor of the Annual General Meeting as these unfilled positions will be declared casual vacancies.

Paragraph (z) inserts a Board power to issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.

Paragraphs (aa) and (bb) clarify that the Board can meet remotely by use of technology and that a board resolution can be passed by way of email. This is permitted by the Corporations Act.

Paragraph (cc) amends existing provisions relating to mandatory director training, disclosure and accountability to bring the Constitution into line with the Registered Clubs Accountability Code.

Paragraph (dd) inserts new provisions relating to the eligibility of members to remain on the Board, to align with best corporate practice. For example, if a director becomes bankrupt, that director will automatically vacate their office.

Paragraph (ee) provides that the Chairperson is responsible for ensuring the proper conduct of all members at any general meeting of the Club.

Paragraph (ff) amends existing provisions relating to proposed resolutions, and the holding and postponing of general meetings to bring the Constitution into line with the Corporations Act.

Paragraph (gg) amends existing provisions relating to notices to members to bring the Constitution into line with the Corporations Act. The amendments refer to the Club's ability to give notice of general meetings to members electronically if a member elects to receive notices this way or if the Corporations Act allows the Club to do so.

The Board recommends the Special Resolution to members.

Dated: 10.11.2021

By direction of the Board



Greg Field
Secretary Manager

UPCOMING EVENTS



New Years Eve Ball

Join us for an elegant night of celebrations
31st December 2021 | 7pm - 12:30am

Tickets Include:
Champagne on arrival
3 course meal
5 hour beverage package

Adults: \$110 Teens (13-17yrs): \$80
Child (5-12yrs): \$50 Child (under 5yrs): \$20

ft. Danny Elliott



VIVA ITALIA Spectacular
STARRING

SPECIAL GUEST
NICK BAURARELL

THE KING OF COMEDY
JOE AVATI

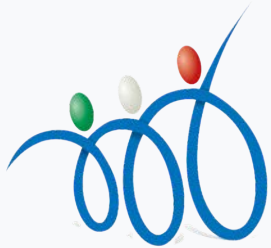
ITALIAN DIVA
FRANCESCA BRESCIA

ITALIAN TENOR
DANIEL TAMBASCO

BRAND NEW SHOW!

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FOR BOOKINGS PH 4283 3333 | www.fraternityclub.com.au

See all information about upcoming events on our website.



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