



**ANNUAL
GENERAL
MEETING**

**WEDNESDAY
29 MAY 2024**

Granville Diggers Club Limited

Notice Of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Granville Diggers Club Limited will be held at the premises of the Club, 5 Memorial Drive, Granville, New South Wales on Wednesday 29 May, 2024 at 7.00pm.

We may use more than one room and we may use technology, if necessary, for social distancing or in order to meet any public health requirements that are then applicable.

AGENDA FOR THE AGM. The only proposed resolutions are shown below. No other resolutions will be proposed.

The proposed resolutions are put forward by and recommended by the Board. The Chair will not call for a mover or seconder for the proposed resolution but will open the meeting up for discussion before the proposed resolution is put to the vote.

The chair will not call for a resolution to accept apologies, or to acknowledge receipt of the minutes or of the annual reports. Whilst the minutes and reports will be open for discussion they will be taken as received.

All of that follows modern corporate practice.

Business

1. **Opening.**
2. **Attendance and quorum.**
3. **Apologies.**
4. **Receipt of the minutes of the previous Annual General Meeting.**
5. **Receipt and consideration of the Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 31 December 2023.**
6. **Auditor.** If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

7. **Amalgamation - expressions of interest.** As required by legislation, notice will be given at the meeting of each expression of interest in an amalgamation, along with each unsolicited merger offer, that the Club has received from another club within the previous 12 months.
8. **Ordinary Resolution: Benefits for Directors and other members.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members authorise (and declare to be reasonable):

- *the payment or reimbursement by the Club for, or the provision by the Club at the Club's expense of, benefits facilities and support for, the Directors reasonably commensurate with their offices and duties where and as the Board in each case decides is reasonable in the interests of the Club, including without limitation the examples set out in Attachment 1; and*
- *the provision of benefits to the classes of members set out in Attachment 1, as the Board in each case decides is reasonable in the interests of the Club.*

Explanatory Notes – Benefits for Directors and other members

See Attachment 1 for the background to the proposal for this resolution and the examples and details to which the proposed resolution refers.

9. **Special Resolution: replacement of Constitution.** To consider and if thought fit, pass the following resolution as a special resolution:

That the Club's existing Constitution be replaced with immediate effect with the replacement Constitution recommended by the Board and signed by the Chief Executive Officer for the purposes of identification.

Explanatory Notes – replacement Constitution

A copy of the proposed replacement Constitution is available to members on the Club's website at www.granvillediggers.com.au and also a copy can be viewed at the Club's office at the Club's main premises.

The replacement Constitution is a new document and is a complete re-write and update of the existing Constitution. Members are encouraged to review the new version for themselves.

However, in Attachment 1 is a summary of some of the changes that might be of particular interest to members.

The replacement Constitution is proposed on the basis that if it is adopted by the members at the meeting it will take effect as follows:

- in relation to life memberships, with immediate effect so as to allow consideration of the election of up to three life members at this meeting (the existing constitution imposes a limit of one)*
- in relation to the election of directors, with effect for future elections starting with the election in 2025, and*
- in relation to all of the other provisions, with effect from the end of this meeting.*

See the notes below for details of the special voting requirement.

The present Board unanimously and strongly recommend the proposed resolution.

10. **Life Members.** To consider, and if thought fit pass, the following resolutions (each, separately):

That Benjamin Julian be elected as a Life member of the Club.

That Paul Robert McLaughlin be elected as a Life member of the Club.

Explanatory Notes – Life member election

Benjamin Julian has been a club member for over 50 years during which he has done much to contribute to the support the club provides to the local community, and to contribute to the local community.

Paul Robert McLaughlin is the current President of the club and has done much to contribute to the club's ongoing existence and success including as a great ambassador for the club generally and being instrumental in previous successful amalgamations.

In recognition of their exceptional and outstanding service to the Club, the Board has received nominations from other members, recommending

both for life membership and the Board has resolved to recommended them for Life membership accordingly.

See the notes below for details of the special voting requirement.

The present Board unanimously and strongly recommend the proposed resolution.

Of the three proposed elections for Life membership, this proposal for the election of [...] is put first as he is the longest-standing of the three potential candidates for Life membership.

11. **Management.** A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.

By authority of the Board



Steve Rodrigues

Chief Executive Officer

Date: 22 April 2024

PLEASE READ THE FOLLOWING IMPORTANT NOTES

Alternative arrangements

If it becomes necessary or appropriate due public-health orders or other concerns for health or safety, or because of the number of anticipated attendees, to

- (a) use overflow rooms (due to possible numbers attending or social distancing requirements), then that will be done, and directions given at the time of the meeting, with connections and participation facilitated by technology if necessary: or
- (b) hold the meeting as a virtual meeting using technology, then members will be notified as early as possible and instructions provided.

Possible delays

Please be patient regarding any delays due to social distancing and any other health safety or security measures that may be in place. Please observe all health

safety and security directions and cooperate with Club staff in accepting re-direction to overflow rooms if that becomes necessary.

Or if it becomes necessary to hold the meeting using technology:

- (a) please test the technology and your connection for yourself in advance to minimise problems, and also follow all instructions;
- (b) your contribution to the discussion of, and questions regarding a proposed resolution may have to be provided through a moderator in accordance with the instructions provided; and
- (c) you must not allow anyone else to use your access right or to vote for you.

Notice of questions or requests for details

Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer **at least 10 days prior to the meeting**, so that answers may be researched, if required.

Quorum

The quorum for the meeting is 20 members present and entitled to vote.

Eligibility

Unfinancial members are not entitled to attend or vote. Honorary, temporary or provisional members are not entitled to attend or vote.

Employees and proxies

Employee members are not entitled to vote at the meeting. Under the registered clubs legislation, proxies are not permitted.

Auditor

Notice of the meeting is being given to the Club's Auditor, who is entitled to attend.

Voting

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

A special resolution must receive votes in favour from at least 75% of eligible members who cast a valid vote in person at the meeting.

Whether the meeting is a physical meeting or a virtual meeting, your vote on any resolution will not be counted or effective unless you vote only at the time that the proposed resolution is put to the vote and not before, and get your vote lodged before that voting closes.

Due to an unusual provision in the existing Constitution, existing Life members are not entitled to vote on the proposed special resolution to replace the Constitution – only financial Ordinary members who are present will be entitled to vote on that proposed special resolution.

All financial Ordinary and Life members present will be entitled to vote on all other proposed resolutions.

Resolutions

It is a requirement under corporations law that any special resolution must be considered as a whole and cannot be altered by any motion at the meeting (except to correct grammatical or clerical errors).

It is also a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting except for certain resolutions it may be accepted by the Chair, of a procedural nature or that are specifically anticipated by the Club's Constitution.

Annual Report

Members can find the Annual Report including the (concise) Financial Report, for the previous financial year at <http://www.granvillediggers.com.au/> behind the Annual Report tab.

Attachment 1 Benefits for directors and other members

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

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

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

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

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

The proposed resolution takes into account the still changing circumstances of the Club including the further increase in the size and complexity of the Club's operations.

The present Board unanimously recommend the proposed resolution.

Examples of benefits at the expense of the Club that will be covered by approval of the proposed resolution are:

- (a) *reasonable food and refreshments; parking (deemed provided at no cost); uniform clothing; and communication and information technology equipment and facilities;*

- (b) *director education and training (including memberships of other relevant bodies);*
- (c) *expenses in connection with representation of the Club, or attendances (including with partner, where the Board deems appropriate in the interests of the Club) at events, professional conferences and seminars, or on study tours (including where the Board deems appropriate in the interests of the Club, internationally);*
- (d) *expenses in connection with representation of the Club, or attendances at events, professional conferences and seminars, or on study tours - payment of an allowance of up to the amount prescribed per day by the Australian Tax Office as a reasonable travel and meal allowance expense for the respective year, to each director who accepts a request from the Board to participate, to cover reasonably anticipated incidental expenses that will not otherwise be paid or borne by the Club.*
- (e) *reimbursement of out-of-pocket expenses reasonably incurred by a director in travelling between his or her usual residence or a place of work and the Club's premises for the purposes of attending any meeting of the Board or a Board Committee (including where appropriate in the interests of the Club and the circumstances permit, reimbursement for motor vehicle use on a kilometrage basis at the rates approved from time to time by the Australian Taxation Office as reasonable for taxation purposes);*
- (f) *dedicated allocated parking places for directors, Life members and possibly other officers of clubs and Intra Clubs.*

Benefits for particular classes of members, proposed to be approved, are:

- (a) *the provision of financial or other support for community functions (determined by the Board to otherwise be in conformity with the Club's objects) - including where a director or other member may have a direct or indirect interest or connection or be a participant;*
- (b) *at the expense of the Club hosting and providing facilities including food and beverages (other than free of charge liquor) for wakes for former Life members, directors or other individuals who have materially contributed to the Club - where a director*

or other member may have a direct or indirect interest or connection or be a participant;

- (c) directors and other members (and their partners or other family) attending at and participating in Club or Sub Club or external functions or activities - where because of their office or other connection with the Club, they are excused from payment for attendance or participation;*
- (d) the provision of both a Christmas function and one other annual function, for the Board and its guests (whether or not they are members) being persons who have supported the Club or promoted the success of the Club or who are important to the continued success of the Club;*
- (e) preferential bookings or reservations for Directors and their partners, for Club functions;*
- (f) modest presentations to members where deemed appropriate by the Board in recognition of services or contributions to the Club - not being remuneration for services;*
- (g) directors' and officers' insurance maintained by the Club as determined by the Board from time to time;*
- (h) the hosting or support or both, of other Club functions, that may be attended by some Directors and their partners and by other members and their partners, in accordance with tradition and the Club's objects, such as ANZAC Day and Remembrance observances; and*
- (i) directors and their partners attending events and receiving hospitality, food and refreshments, in connection with the activities of club business partners and the activities of recipients of club support or sponsorship (without limitation, such as attendance and corporate hospitality at a sponsored party's sporting event.*

Attachment 2 Summary of key changes proposed in the replacement Constitution

Explanatory notes – proposed special resolutions

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

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

Importantly and not least, no substantive changes are proposed in relation to the objects of the Club, the classes of membership or the rights attaching to particular classes of membership such as voting rights (except to allow Life members to vote on further amendments to the Constitution), the qualifications required to be a director, or the election or composition of the Board.

Except as noted below, the proposed replacement Constitution is not intended to make any change to the broad thrust of the existing Constitution.

The club's existing Constitution has not been amended since 2016 and is long overdue for updating. On closer review by the current management and Board, the existing constitution has been found to include a number of anomalies, provisions which don't reflect best practice and provisions which are unnecessarily administratively burdensome.

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

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

A major structural change in the way the replacement Constitution is organised is that provisions relating to each of the following areas have been broken out into four separate attachments, for ease of quick reference – Members' Code of Conduct;

Disciplinary Proceedings Code; Board and Board Elections Regulations; and Meeting Standing Orders.

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

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

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

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

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

New provision	Brief summary of change or new position	Comments
-	Changed order of addressing some issues, for easier reading and administration.	Full Table of Contents provides easy access.
3.1	The thrust of the Club's objects haven't changed (including the object of supporting the RSL).	The objects have been restated to more fully reflect a modern "RSL" club, including to allow specifically for wider commercial activities to support the other objects and for possible future amalgamations if ever proposed and approved by members.

New provision	Brief summary of change or new position	Comments
5.3	Granville Diggers Sub-Branch member and Granville Sub-Branch members now will be one class - Sub-Branch members, with a continuing membership requirement of being a member in good standing of the Cumberland RSL Sub-Branch.	Not least this reflects the mergers of Sub-Branches that have taken place.
	Social members and Granville Social members now will be one class - Social members.	This simplifies the classes of membership and recognises that those previous classes of membership had the same rights anyway.
5.7	This will permit the Board to recommend, and members at a general meeting to confer, Life membership on up to three members each year.	Currently, the limit is one Life member per year.
5.8	<p>Provision for employee membership, and the continuation of employee membership, to be in the discretion of the Board.</p> <p>Provision for an employee who is a member, not to have any of the usual rights of a member in relation to attendance at meetings or participation in Board elections.</p> <p>Power for the Club to cancel or suspend the membership of an employee member without the full disciplinary process.</p>	The legislation already prohibits an employee member from being a director or voting in an election or at a members' meeting.
5.11	Allows the Club to determine not to admit someone as a temporary member if they live further than some specified distance that is more than 5 kms away from any Club premises.	
5.13	Adds provisions that would facilitate the admission of new members in any future amalgamation by absorption of another club, if ever proposed and approved by members.	
	Does away with the concept of absentee members.	

New provision	Brief summary of change or new position	Comments
6.1(a)	Mandatory for new members to provide a Personal Email Address, although with provision for the CEO to grant exemptions where thought appropriate.	This facilitates electronic communications which will be faster and easier for all concerned and potentially provides considerable cost savings for the club.
15	More specific authorisation for the Club if it chooses to implement player reward schemes, stored value cards and player cards, on conditions determined by the Club.	
18.4	Prohibition against the admission of new Full (voting) members between the time that a general meeting notice is issued and the holding of the meeting.	
18.10	Makes every general meeting subject to the Meeting Standing Orders in Attachment 4 - operating as a By-law and with the chair having the power to relax those requirements	To provide fair but clear guidance for the proper conduct of any large meeting. Reflects best practice for company meetings.
21.1(b)	Confirmation that an individual director may not exercise any of the Board's powers unless authorised.	For better awareness and completeness – repeats the default legal position.
22 - 24	Specific statements of the expectations and legal obligations of directors in relation to conflicts of interest and transparency	For better awareness and completeness – largely repeats the default legal position.
26	Provision for the Board to adopt a Board Charter – in which case that becomes binding on the Board and each director.	To allow the full Board to set and enforce appropriate governance and operational standards and requirements.
27	Provision for the Board to adopt a Director Code of Conduct – in which case that becomes binding on each director.	Again, to allow the full Board to set and enforce appropriate governance and operational standards and requirements, and also as an information tool for future directors.

New provision	Brief summary of change or new position	Comments
29	Removes the previous mandatory obligation to have monthly Board meetings but still requires regular meetings as often as reasonably required.	<p>As directors of a large and active company, it goes without saying that the directors must meet frequently and as reasonably regularly as required for good governance. That is a legal expectation that the courts will enforce.</p> <p>However, this takes advantage of a recent change in legislation that removed the mandatory requirement for a meeting every single month.</p>
31.5 and other provisions	Confirmation that Board meetings can be held using technology; and that minutes and the like can be electronic; and that circulating resolutions of directors can be electronic.	For better certainty, awareness and completeness – repeats the default legal position now available under legislation.
33	<p>Requirement for Board committees to conduct themselves as the Board is required to conduct itself, and for members of Board committees to conduct themselves as directors are required to conduct themselves.</p> <p>Including provision for the Board to adopt charters for committees and requiring committees and their members to observe those charters.</p>	
34	Authorisation for the Board in its discretion to appoint a Nominations Committee including to identify and encourage future potential candidates for the Board; and with the power to prepare reports on the qualifications of candidates for election that might go to members with ballot papers.	

New provision	Brief summary of change or new position	Comments
35	Allows the Board to exercise the power authorised by the legislation to appoint one or two extra directors for limited periods.	<p>This is a direct reflection of what is now authorised by legislation.</p> <p>The legislation permits the Board, if the Board sees a special situation where it could be beneficial to have one or two additional directors for a single fixed term, to put those persons on the Board by appointment rather than election.</p> <p>The additional directors must be members and the exercise of that power is subject to strict requirements under the legislation, including a requirement for notification to all members.</p> <p>This is included for the sake of good order and the current Board has no immediate plan to exercise this right by appointing additional directors.</p>
38(b) and (q)	Further confirmation that Intra Clubs (sub-clubs) are divisions within the club and not separate legal bodies; and requiring an Intra Club to obtain (main) Board approval before entering into an affiliation or other similar relationship with an outside body or into sponsorship or similar arrangements.	<p>An expansion of the existing provisions, for more clarity.</p> <p>No change in substance because Intra Clubs have always been under the ultimate control of the (main) Board.</p> <p>The importance of the focus on affiliations and sponsorships is to ensure that an Intra Club does not accidentally put the Club itself in breach of some contractual obligation or otherwise cause unexpected embarrassment to the Club itself.</p>
42 and 43	<p>Expanded provisions to take full advantage of the latest legislation and practices permitting electronic transactions and electronic communications and make it clear that the Club intends to do so.</p> <p>Includes a requirement for all members to provide a Personal Email Address, although with provision for the CEO to grant exemptions where thought appropriate.</p>	<p>Existing members will not have to provide a Personal Email Address until their next annual subscription is due, if they haven't already done so.</p> <p>This again facilitates electronic communications and potentially provides considerable savings.</p> <p>The Club proposes to offer free training sessions for members who need any assistance with setting up and using a free Personal Email Address for themselves.</p>

New provision	Brief summary of change or new position	Comments
44	Provision for the Board to adopt and amend a privacy policy and acknowledgement of the consent of each member to the Club collecting and dealing with personal information in accordance with the privacy policy in force from time to time – except to the extent that a member in writing withdraws consent.	This is an acknowledgement by members of the privacy policy that the Club is obliged by law to adopt, and of the wider implications and expectations.
45	This allows the Club to publish rules and conditions for promotions and the like through noticeboards or the website – with those then applying to members who choose to participate. A member at any time is entitled to request a copy of any relevant rules or conditions. This also makes it clear that entry or participation in particular promotions and the like may be subject to qualifications and entry requirements and other requirements and restrictions.	
46	This makes it clear that the club may offer loyalty and other similar programmes and promotions.	
47	This provides that if the club is ever wound up and there are surplus assets, then those go to some similar body chosen by the members or otherwise, chosen by the Supreme Court.	Under the current Constitution, if the Club was wound up then the surplus assets would go to the Kokoda Track Memorial Walkway and the Granville RSL Sub-Branch.
	This does away with the need for the Club to have a common seal for signing documents.	This is permitted by legislation and is the modern approach taken by most progressive companies.

New provision	Brief summary of change or new position	Comments
Attachment 1: Members' Code of Conduct	<p>This collects together and codifies the various expectations for the proper and good conduct of members, at length.</p> <p>These can be varied or relaxed by the CEO but under the overall and ultimate oversight of the Board.</p> <p>Not least there are more specific statements of Club policies and expectations around member conduct standards and about what can be brought into or done on the premises.</p> <p>There are specific provisions against members being engaged in misleading or improper conduct in connection with elections.</p>	<p>There is very little here that wasn't already in force within the Club, or an expectation of members, in one way or another.</p> <p>It is important to note that the Board already has the power to impose these requirements by By-law anyway.</p> <p>Including these codified requirements demonstrates the high standards of the Club. It also provides a ready reference for staff who are daily faced with questions around the behaviour of patrons.</p> <p>This Code will operate as a By-law and like any By-law be subject to variation by the Board.</p>
1	Power for the Club to adopt By-laws to comply with the ClubsNSW Gaming Code of Practice or similar.	This Code only commenced this year.
4	There are specific statements of expectations in relation to gratuities to Club employees.	This is to make clear the limited circumstances where it is appropriate to provide a gratuity to a Club employee and otherwise is to discourage inappropriate practices.
5	There are more specific statements of expectations and requirements in connection with gaming machine play.	These provisions provide a clearer basis for the club to follow responsible conduct of gaming practices and the Club's legal obligations, and otherwise responsibly manage gaming at Club premises.
9	This provision reflects the legal position in relation to assistance/companion animals on Club premises and provides clarification for how relevant assessments are to be made.	
18	This provision will require a member wanting to participate in the activities of any Intra Club (sub-club) to first sign a risk waiver, if and as required by the Club.	This does not make it mandatory for a member to sign a required risk waiver. But it does make it clear that an Intra Club can exclude a member from a particular activity where a risk waiver has been requested, if the member does not sign.

New provision	Brief summary of change or new position	Comments
Attachment 2 – Disciplinary Code	<p>All of the existing provisions in relation to disciplinary matters have been moved into this separate Code.</p> <p>The Code has also been expanded to include statements of the policies and procedures that the Board is already following in relation to disciplinary matters.</p> <p>Importantly, this Code will also confer power on the CEO and senior employees to suspend a member's membership or terminate a member's membership but with a clear right of appeal to the Board – and if there is an appeal, the appeal proceeds as a normal disciplinary hearing would proceed under the existing provisions.</p> <p>The opportunity has been taken to provide specific guidance and requirements in relation to the numerous procedural matters that can arise in connection with the disciplinary matter, striking a balance between protecting the rights of individual members and taking practical steps to facilitate effective management of Club activities and enforcement of general standards of conduct.</p> <p>There is now specific provision protecting those involved in disciplinary proceedings, from civil legal actions except where they maliciously or knowingly make a false or misleading statement.</p> <p>There is now specific provision for a member who has lodged an appeal over a disciplinary matter, to remain suspended until the appeal is resolved unless the Board decides otherwise.</p> <p>There is also now specific provision for the Club in appropriate circumstances to change decisions, issue apologies, and the like, without creating a legal liability just by doing so.</p>	<p>Again, it is important to note that the Board already has the power to impose some of these requirements by By-law anyway.</p> <p>The intention is to streamline these processes whilst at the same time still providing a high level of protection for the rights of members who might feel aggrieved.</p> <p>This Code will also operate as a By-law and like any By-law be subject to variation by the Board – including in relation to those provisions that used to appear in the body of the constitution.</p>

New provision	Brief summary of change or new position	Comments
8	Specific acknowledgement that the Club does not have the power to fine or impose any monetary penalty on a member.	
Attachment 3 – Board and Board Elections Regulations	This gathers together all of the existing provisions in relation to the composition of the board, qualifications to be a director and the holding of elections.	There are no substantive changes except as set out further below. Having all of these provisions together will make it much easier for candidates and management to work with these requirements.
1	Continuation of provision for a Board of seven directors but now with the senior positions of Chairperson and Deputy Chairperson in lieu of the previous President and Vice President. This does away with the previous provision for one director to be appointed as Treasurer.	Modern clubs and other companies do not have extra board positions like "treasurer", and it is inconsistent with modern governance practices to have such a position as well as placing an unfair burden on one of the directors.
2	This adopts the Triennial rule where directors in future will be elected for three year terms and one-third of the directors will need to retire from office each year with those positions then up for election.	This follows best practice recommendations for club management and has been adopted in most progressive clubs.
3(c)	Requirement for a Chairperson and Deputy Chairperson to be either a Life member or have already served a minimum of 12 months on the Board (or any other director can stand if there is no qualified candidate prepared to stand).	To better ensure that these positions are filled by someone with experience and an appropriate background.

New provision	Brief summary of change or new position	Comments
5	<p>This creates a list of qualification requirements in order to be a director of the Club, including:</p> <ul style="list-style-type: none"> • three years continuous membership • not having been a Club employee within the last five years • not having an inappropriate insurance history • not currently under suspension; and not expelled or suspended within the previous five years • no serious criminal conviction still on the record • attendance at a pre-nomination information session – if any are prescribed <p>plus other requirements that are in line with the existing Constitution.</p>	<p>These are proposed in order to better safeguard the continuity of Club management through the Board.</p>
6	<p>This creates a list of disqualification circumstances for potential candidates to be a director:</p> <ul style="list-style-type: none"> • senior position with another registered club within 40 km • interest in a hotel within 40 km • interest in the last three years, in a contract with the Club involving a substantial payment in any 12 month period in excess of a stipulated amount (moving figure, currently \$167,500) • resident more than 100 km away. 	<p>These are proposed in order to better safeguard the independence of the Board.</p> <p>Possibly, at least some of these circumstances would, under legislation, disqualify a person from participating in many Board activities anyway.</p> <p>See also below about potential relaxation of these restrictions.</p>

New provision	Brief summary of change or new position	Comments
7	<p>Creation of the concept of a Single Interest Group being:</p> <ul style="list-style-type: none"> • former members of another club with which this Club has amalgamated, • any Intra Club; • any body recognised by the Club as an affiliated body; • any group that the Club has supported in cash or kind, with more than \$1,000 in the current or previous financial year; • any grouping of supported or affiliated bodies, associated with a single sport; or • owners of, or those with other any other interest in, land within 100 m of any Club property. <p>No more than two members of any particular Single Interest Group are allowed on the Board at the one time.</p> <p>As a transition provision, Single Interest Group connections of directors in office at the 2024 AGM, will be ignored.</p>	<p>Note this is a limit on numbers, not a direct prohibition against a particular individual.</p> <p>Again these are proposed in order to better safeguard the independence of the Board.</p> <p>See also below about potential relaxation of these restrictions.</p>
8	<p>Power for future Boards by special majority vote supported by five directors, to waive many of those qualification and disqualification requirements.</p>	<p>It is not expected that this power would be exercised except in a special case and the protection is that requirement for a super majority vote.</p>
9	<p>A person elected to the Board must not hold or exercise any office or position in any Intra Club – and they are automatically taken to have retired from any such position once they are elected.</p>	<p>The concern is to better protect and demonstrate the independence of the Board.</p>
10	<p>The Board has the power to set up pre-nomination information sessions before an election nomination, for prospective candidates who have not previously been a director.</p> <p>In that case it is mandatory for a potential candidate to attend in order to qualify to nominate.</p>	<p>The concern is to make sure that potential candidates for the Board are aware of the legal and commercial implications before they nominate.</p>

New provision	Brief summary of change or new position	Comments
16	This provision will continue restrictions on "how to vote tickets" and the like.	<p>The concern is to avoid electioneering that might be unwelcome to the majority of members.</p> <p>Notably, this does not restrict the publication of factual biographical and personal details.</p>
18	<p>The Disciplinary Code will make it clear that disciplinary action against a director can only be taken by the Board itself.</p> <p>If a director is suspended pending a hearing then during the period of suspension they are disqualified from acting as a director.</p>	
20	Under this provision, if there is a casual vacancy on the Board then before filling the vacancy the Board will have to call for expressions of interest.	
Attachment 4 – Meeting Standing Orders	<p>Several existing provisions about the conduct of members' meetings, have been moved into this attachment.</p> <p>There are also additional provisions aimed at regulating the conduct of meetings in a proper, fair and usual way.</p>	<p>It is also important to note that the Board already has the power by By-law to address most if not all of these matters.</p> <p>Also, under the general law the chairperson at any meeting already has most if not all of the powers set out here – but it will hopefully be helpful for future chairs and participants at meetings to have clear statements of expectations, especially for those not used to appropriate formal meeting procedures.</p> <p>Having these provisions together will make it easier for these requirements to be made available to members in advance of meetings and easier for reference by the chairperson at meetings.</p> <p>This Code will also operate as a By-law and like any By-law be subject to variation by the Board – including in relation to those provisions that used to appear in the body of the constitution.</p>