



ABN 66 000 965 560

NOTICE OF ANNUAL GENERAL MEETING

To be held in the Merimbula RSL Club on Wednesday, 12th November, 2025, at 7.15pm.

MEETING AGENDA:

1. Apologies.
2. Confirmation of Minutes for Annual General Meeting held on 14th November, 2024.
3. To receive and consider the Financial Statement of the Company for the year ended 30th June, 2025, and the Reports by Directors and Auditors thereon.
4. **First Ordinary Resolution:** President's Honorarium.
5. **Second Ordinary Resolution:** Director's Honorarium.
6. **Third Ordinary Resolution:** Expenditure on Directors' food, beverages and other expenses.
7. **Fourth Ordinary Resolution:** Expenditure on Directors' educational and seminar expenses.
Note: The Ordinary Resolutions 1 to 4 are printed on page 2 of this Notice and Notes on the Ordinary Resolutions are printed on page 3 of this Notice.
8. **Notice of Special Resolutions:** Adoption of the updated Constitution (Refer to explanatory memorandum).
9. **General Business:** Notice of which was supplied to the Secretary Manager in writing prior to this meeting.
10. Election of Directors.

By order of the Board,

M. MUTSCH
Secretary Manager

29th September, 2025

SPECIAL RESOLUTION

(The Special Resolution is to be read in conjunction with the notes to members set out on page 4)

That the Constitution of Merimbula RSL Club Limited be amended by:

- (a) **inserting** the following new Rules 2.5 and 2.6:
- "(d) Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.*
- (e) *The Constitution and By-laws of the Club have effect as a contract between:*
- (i) the Club and each member; and*
- (ii) the Club and each director;*
- (iii) each member and each other member,*
- under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person."*
- (b) **deleting** Rule 3.2(b) and inserting the following new Rule 3.2:
- 'Financial member' means member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the due dates, or if the Board does not charge a member a subscription, the member has renewed their membership by the date set by the Board for the renewal of that membership.*
- (c) **inserting** the following new Rule 3.4:
- "A reference to a person being present or participating in a meeting "in person" includes attendance by virtual or electronic means."*
- (d) **inserting** the following new Rule 3.5:
- "A reference to a notice in writing includes a notice sent electronically or notification of the notice being available being sent electronically."*
- (e) **inserting** the following new Rule 9.7:
- Notwithstanding any other provision of this Constitution, and having regard to provisions of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), and the Anti Money Laundering Counter Terrorism Financing Act, the Board has power to*
- (a) implement house polices in connection with those laws;*
- (b) include in those polices measures to assist in the enforcement of those laws;*
- (c) take steps to enforce those policies;*
- (d) without limiting the generality of Rule 9.7(c), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 20 will not apply to any such exclusion.*
- (f) **inserting** the following words at the end of Rule 12.1:
- "provided that if the applicant has made an electronic/online application for membership, the applicant cannot be admitted to Provisional membership unless and until the person provides to the Club the forms of identification as required by Rule 15 to verify their identity."*
- (g) **deleting** from Rule 14.1(a) the words "as may be prescribed by the Registered Clubs Act or such other greater distance".
- (h) **inserting** the following new Rule 14.9:
- "A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 18.1(c) on the first day that they enter the Club's premises during that period."*
- (i) **inserting** into Rule 15.5 after the words "in writing" the words "either in hard copy or created electronically".
- (j) **deleting** Rule 15.5(d) and inserting the following new Rule: *the email address of the applicant, and the telephone number of the applicant."*
- (k) **inserting** into Rule 15.6 after the words "application for membership" the words "made in a hard copy application".
- (l) **deleting** the first sentence of Rule 15.11, **renumbering** Rule 15.9 to 15.11 as Rules 15.12 to 15.14 and **inserting** the following new Rules 15.9, 15.10 and 15.11:
- "15.9 A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorised officer of the Club:*
- (a) the entrance fee and the appropriate annual subscription if any; and*
- (b) identification such as (without limitation a current driver's licence or a current passport) held by that applicant"*
- 15.10 The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.*
- 15.11 A person whose online application has been referred to the Secretary in accordance with Rule 15.9) and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member."*
- (m) **inserting** the following new Rule 15.15
- "If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the person provides to the Club the forms of identification as required by Rule 36 to verify their identity."*
- (n) **deleting** from Rule 16.1 the words "provided that the annual subscription payable by Ordinary members shall be not less than \$2.00 (excluding Goods and Services Tax) or such minimum other subscription provided from time to time by the Registered Clubs Act."
- (o) **deleting** from Rule 16.2 the words "provided that it is not less than two dollars (excluding Goods and Services Tax) or such minimum other subscription provided from time to time by the Registered Clubs Ac."
- (p) **inserting** the following new Rules 16.8 and 16.9
- "16.8 If the Board resolve that a subscription is not required to be paid, the Board may resolve that a member's membership must be renewed by a date determined by the Board.*
- 16.9 Any member who does not renew their membership by the due date for the renewal of such membership shall cease to be entitled to the privileges of membership and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution."*

- (q) **deleting** Rule 18.1(a)(ii) and **renumbering** the remaining paragraphs of that Rule accordingly.
- (r) **deleting** from Rule 20.2(b) the words "by a prepaid letter posted to his last known address" and in their place inserting "sent to the member".
- (s) and **renumbering** Rules 20.2(c) to (e) as Rules 20.1(j) to (l) and **inserting** the following new Rules 20.1(d) to (i) the remaining paragraphs accordingly:
 - "(d) The member charged shall be entitled to call witnesses provided that:
 - (1) if the proposed witness fails to attend the hearing or provide evidence at the hearing, the board could still hear and determine the charge; and
 - (2) the Club cannot force any person, including a member, proposed by the member charged as a witness to attend and provide evidence at the hearing.
 - (e) The member charged must act in an appropriate manner at the meeting and in particular without limitation the member must not act in an offensive or disruptive manner.
 - (f) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
 - (g) If the member charged does not comply with the warning given in accordance with Rule 20.2(f), 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."
 - (h) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 20.
 - (i) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting."
- (t) **inserting** the following new Rule 20.2(m):
 - "The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20.1 is not strictly complied with provided that there was no substantive injustice for the member charged."
- (u) **inserting** the following new Rule 20A:
 - "Disciplinary Powers of the Secretary"**
 - 20A.1 If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:
 - (a) is unbecoming of a member; or
 - (b) is prejudicial to the interests of the Club,
 then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
 - 20A.2 In respect of any suspension pursuant to Rule 20.1 the requirements of Rule 20 shall not apply.
 - 20A.3 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20A.1, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
 - (a) the member has been suspended as a member of the Club; and
 - (b) the period of suspension;
 - (c) the privileges of membership which have been suspended; and
 - d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 20.
 - 20A.4 If a member submits a request under Rule 20A.3(d):
 - (a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.
 - 20A.5 The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate)."
- (v) **inserting** the following new Rules 27.4(e) to (h):
 - "(e) is disqualified from managing any company under the Act;
 - (f) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (g) 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;
 - (h) who does not have a Director Identification Number, or who does not provide to the Club, as at the close of nominations or the proposed date of appointment."
- (w) **deleting** from Rule 28.1(g) the words "additional nominations shall with the consent of the nominee or nominees be made at the Biennial General Meeting for the position not so filled" and in its place inserting the words "all remaining positions will be casual vacancies which can be filled by the Board after the Biennial General Meeting in accordance with Rule 35.2."
- (x) **inserting** in Rule 29.10(a) after the words "To establish" the words "and dissolve".
- (y) **inserting** the following new Rule 36.3A
 - "The Board shall determine when, where and how all general meetings of the Club will be held provided the time of the meeting is reasonable and such meetings may be held:
 - (i) at one or more physical venues;
 - (ii) at one more physical venues using virtual meeting technology; or
 - (iii) using virtual meeting technology."
- (z) **deleting** from Rule 36.6(b) the full stop, **inserting** in its place a semi-colon and **inserting** the word "and".
- (aa) **inserting** the following new Rule 36.6(d):
 - if the general meeting is to be held with technology, information on how members can participate in the meeting by technology".
- (bb) **inserting** at the end of Rule 36.20 the words "provided that if a general meeting is being conducted exclusively or partly through the use of technology, every resolution submitted to such a meeting shall be decided by a poll."
- (cc) **inserting** the following new Rule 43.5:
 - "A director or the secretary may sign a document pursuant to this Rule 43.4 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf the Club can sign different copies of the document and all use different methods to sign the document."

(dd) **deleting** Rule 44 and in its place inserting the following new Rule:

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

- (a) personally;*
- (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) by sending it by any electronic means;*
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) by any other method permitted by the Corporations Act.*

44.2 *Where a notice is sent by post to a member in accordance with Rule 44.1, the notice shall be deemed to have been received by the members on the day following that on which the notice was posted.*

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

44.4 *Where a member is notified of a notice in accordance with Rule 44.1(d), the notice is taken to have been received on the day following that on which the notification was sent.*

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

Notes to Members on Special Resolutions

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolution also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraph (a)** will insert introductory Rules into the Constitution which reflect the status of the Constitution as a binding contract between members.
3. **Paragraph (b)** updates the definition of Financial member to reflect the fact that the Registered Clubs Act no longer requires a minimum subscription.
4. **Paragraph (c)** clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology.
5. **Paragraph (d)** carries that notices in writing can be given electronically.
6. **Paragraph (e)** inserts new provisions which refer the policies the Club must have in relation to the responsible service of alcohol, responsible conduct of gambling and in accordance with the Anti Money Laundering Counter Terrorism Financing Act. The Rule provides that the Club can take action to enforce those policies, including removing persons from the premises, and denying them access to the premises, outside of the Club's disciplinary proceedings. This reflects a pro active approach to harm minimisation.
7. **Paragraphs (f) and (i) to (m)** update the Constitution in relation to applications for membership, allow application for membership to be lodged electronically, confirm the identification necessary to become a Provisional member and amend the Club's Constitution to reflect the Club's current practice.
8. **Paragraphs (g) and (h)** updates the rules in relation to temporary membership to remove reference to what was the 5 kilometre rule, that persons residing within 5 kilometres of a club's premises could not be temporary members. The Registered Clubs Act was amended last year to abolish this requirement.
9. **Paragraphs (n) to (p)** update the Rules in relation to annual subscription to reflect the fact that the Registered Clubs Act no longer contains a minimum subscription.
10. **Paragraph (q)** removes the requirement for the Club to keep the occupation of members in the Register of Members. This is no longer required by the Registered Clubs Act.
11. **Paragraphs (r) to (u)** update the Constitution in relation to disciplinary proceedings to reflect current advised practice, set out the procedures for disciplinary hearings in greater detail, and clarify the procedure for a member to bring witnesses to the meeting.
12. These amendments include new disciplinary powers to be exercised by the Secretary. In summary, they provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board's decision would be in substitution for the Secretary's decision.
13. **Paragraph (v)** clarifies the eligibility criteria for members to be elected or appointed to the Board.
14. **Paragraph (w)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, those vacancies will be casual vacancies to be filled by the Board after the Annual General Meeting. The Constitution currently provides that additional nominations may be called from the floor of the meeting.
15. **Paragraph (x)** updates the Constitution in relation to sections to confirm the Board's powers in relation to sections and sub clubs.
16. **Paragraphs (y) to (bb)** will update the Constitution in relation to general meetings and Annual General Meetings to reflect current provisions of the Corporations Act and allow for the use of technology.
17. **Paragraph (cc)** will update the Constitution to allow the Club to execute documents electronically.
18. **Paragraph (dd)** updates the Rules in relation to notifications to members to allow for greater use of technology.