

PROPOSED AMENDMENTS TO CONSTITUTION OF BUILDING WORKERS CLUB LIMITED

FIRST SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **inserting** in Rule 3.2(a) after the words, “the member’s subscription” the words, “(if any is required to be paid)”.
 - (b) **inserting** in Rule 17.1 after the word “subscriptions” the words, “(if any)” and **deleting** the words, “provided that the annual subscription shall be not less than two dollars (\$2.00) (excluding Goods and Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act”.
 - (c) **inserting** in Rule 17.2 after the word “*subscriptions*” the words, “(if any)”.
 - (d) **deleting** from Rule 17.3 the words, “provided that it is not less than two dollars (\$2.00) (excluding Goods and Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act”.
 - (e) **inserting** in Rule 17.4 after the word “*subscriptions*” the words, “(if any)”.
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Notes to Members on First Special Resolution

- 1. If passed, the First Special Resolution makes a series of amendments to the Club’s Constitution to reflect the fact that the *Registered Clubs Act* has been amended to no longer require clubs to impose an annual subscription on members or to have a minimum amount of annual subscription that is payable.
 - 2. These amendments give the Board the option of requiring, or not requiring, members to pay annual subscriptions.
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SECOND SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** the words, “*Ordinary members*” wherever appearing in the Constitution and in their place **inserting** the words, “*Premium members*”; and
 - (b) **deleting** the heading to Rule 11.5, “**ORDINARY MEMBERS**” and **inserting** the heading, “**PREMIUM MEMBERS**”.
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Notes to Members on Second Special Resolution

- 1. if passed, the Second Special Resolution will change the name of the class currently called Ordinary members to Premium members.
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2. The Board has received feedback from members that they are less than impressed by being described as simply “Ordinary” members when they are, after all, the lifeblood of the Club.
3. With this amendment the “full membership” of the Club (which is a specific term used in the *Registered Clubs Act*) will be divided into the following classes:
 - (a) Premium members (formerly Ordinary members);
 - (b) Social members;
 - (c) Life members.

THIRD SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** the whole of paragraph (d) from Rule 16.4; and
- (b) **re-lettering** the paragraphs that follow respectively as (d), (e) and (f);
- (c) **deleting** from Rule 16.8 the words, “*and address*”.

Notes to Members on Third Special Resolution

1. If passed, the Third Special Resolution will delete the requirement for applicants for membership to include their occupation on the application for membership.
2. The Third Special Resolution also deletes the current requirement that, as well as the name of the applicant, the address of each applicant is displayed on the Club noticeboard for at least 7 days. The *Registered Clubs Act* has been amended to delete the requirement for the address.

FOURTH SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** paragraphs (f) and (g) of Rule 21.2; and
- (b) in their place **inserting** the following new paragraphs (f) and (g):
 - “(f) *The Board must make a decision as to whether the member is guilty or not either at the meeting or at a later date to be determined by the Board, but must inform the member of the Board’s decision promptly.*
 - “(g) *If a member charged has been found guilty and been informed of this, the member must be given a further opportunity either at the meeting or at a later date to be determined by the Board to address the Board or make submissions to the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.*”

Notes to Members on Fourth Special Resolution

1. If passed, the Fourth Special Resolution will provide a little more flexibility about the conduct of disciplinary hearings against members.
2. Currently, the Constitution requires the Board to come to a decision about the guilt or otherwise of a member at the meeting at which the charge is heard.
3. The proposed amendments give the Board the opportunity of making this decision at a later date so they have time to consider the matter more carefully.
4. If, however, a member has been found guilty of a charge, the member must be given a further opportunity either at the meeting or at a later date to address the Board or make submissions to the Board in relation to the penalty to the charge that should be imposed. This is a fundamental rule of natural justice.

FIFTH SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** Rule 28.1 and Rule 28.2; and
- (b) **inserting** the following new Rule 28.1 and Rule 28.2:

“28.1 The Board shall consist of seven (7) directors comprising a Chairperson, a Vice Chairperson, a Treasurer and four (4) Ordinary directors.

28.2 No more than one member of a Sub club can hold office as a director.”
- (c) **deleting** from Rule 28.3 the reference to *“Rule 28.2”* and in its place **inserting** *“Rule 28.1”*.

Notes to Members on Fifth Special Resolution

1. If passed, the Fifth Special Resolution deletes the transitional Rules taking the Board from 9 directors to a Board of 7 directors with effect from the Biennial General Meeting in 2020.
2. The Fifth Special Resolution also provides a new requirement that no more than one member of a Sub club can hold office as a director.

SIXTH SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** the whole of paragraph (c) of Rule 28.5; and
 - (b) in its place **inserting** the following new paragraph (c):

“(c) in the thirty-six (36) months prior to the date of the next Biennial General Meeting or in the thirty-six (36) months prior to the proposed date of appointment of that member
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as a director has been suspended for three (3) months or more pursuant to Rules 21 or 22.”

Notes to Members on Sixth Special Resolution

1. If passed, the Sixth Special Resolution will make a member ineligible to be elected or appointed as a director if during the 36 months prior to the date of the Biennial General Meeting the member has been suspended for 3 months or more.
 2. Currently, the period counting back from the Biennial General Meeting is 12 months.
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SEVENTH SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **inserting** the following new paragraphs to Rule 28.5:

“(h) who, in the twelve (12) months prior to the date of the next Biennial General Meeting, was an employee of the Club;

“(i) who, at any time, was an employee of the Club whose employment with the Club was terminated for misconduct;

“(j) who has been disqualified from holding office as a director of any company for any reason referred to in section 206B of the Act or who has been prohibited from being a member of the governing body of any registered club by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act or at any time has been found not to be fit and proper to be a director of any club by the Independent Liquor and Gaming Tribunal or any other Tribunal or Court.

“(k) at any time has been convicted of an indictable offence in any jurisdiction in Australia.

“(l) who does not have a Director Identification Number.”

- (b) **inserting** in Rule 3.1 after paragraph (g) the following new paragraph (gg):

“(gg) “Director Identification Number” means the number that is referred to by the same words in section 1272C of the Act that a member of the Club must have before that member can be elected or appointed to office as a director of the Club.”

Notes to Members on Seventh Special Resolution

1. If passed, the Seventh Special Resolution will include in Rule 28.5 additional grounds disqualifying a member from being eligible to be elected or appointed to office as a director.
 2. The policy behind this is, as far as possible, to attract good quality candidates for election or appointment as directors.
 3. In particular, the Seventh Special Resolution requires all candidates for election or appointment as a director to hold a Director Identification Number in accordance with the *Corporations Act*.
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EIGHTH SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** Rule 33.1; and
- (b) in its place **inserting** the following new Rule 33.1:

“The Board may meet together for the dispatch of business, adjourn and otherwise regulate the meetings as it thinks fit, provided that the Board shall meet at least once in each quarter for the transaction of business and for the purpose of this Rule 33.1, a “quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September or 31 December.”

Notes to Members on Eighth Special Resolution

- 1. If passed, the Eighth Special Resolution will require the Board to meet not every calendar month as is currently provided in the Constitution, but at least once in every quarter. This reflects an amendment to the *Registered Clubs Act*.
- 2. Notwithstanding the requirement to meet every quarter, the Board will meet more often than this, but will have more flexibility as to the timing and frequency of Board meetings.

NINTH SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by Inserting after Rule 38.31, the following new Rule 38.32 and heading, **“USE OF TECHNOLOGY AT GENERAL MEETINGS”**:

“Pursuant to section 30C of the Registered Clubs Act, the Board may:

- (a) *distribute a notice of, or information about, a general meeting or Annual General Meeting or election of directors of the Club by electronic means; and*
- (b) *hold a general meeting or Annual General Meeting at which all or some persons attend by electronic means, but only if a person who speaks at the meeting can be heard by the other persons attending; and*
- (c) *allow a person entitled to vote at a general meeting or Annual General Meeting of the Club to vote in person or by electronic means.”*

Notes to Members on Ninth Special Resolution

- 1. If passed, the Ninth Special Resolution will insert into the Constitution a provision which is already in the *Registered Clubs Act* in relation to the use of technology for the conduct of general meetings and Annual General Meetings and voting.
 - 2. The decision as to whether or not to allow the use of such technology will be for the Board to determine.
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3. Some clubs and most listed public companies are already conducting general meetings whereby some members attend in person, but others attend and participate using technology.
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TENTH SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** the whole of paragraph (c) of Rule 38.8; and
- (b) in its place **inserting** the following new paragraph (c):

“(c) in the event of a Biennial General Meeting to declare the results of the election of directors and to conduct any further election as may be required by this Constitution.”

Notes to Members on Tenth Special Resolution

1. If passed, the Tenth Special Resolution deletes and incorrect reference to the Triennial Rule for the election of directors, which was a drafting error.
 2. Currently, the elections are conducted under the Biennial system – that is, there is an election of the entire Board at each alternate Annual General Meeting, giving all directors a two year term.
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ELEVENTH SPECIAL RESOLUTION

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** the whole of Rule 5.1b; and
- (b) in its place **inserting** the following new Rule 5.1b:

“5.1b The Club is now a community club based in Mt Druitt providing facilities and amenities to the residents of Mt Druitt and surrounding districts who become members or are guests of members and also supporting organisations and projects that provide (without limitation) charitable, health, educational and other forms of assistance and support to the local community and elsewhere.”

Notes to Members on Eleventh Special Resolution

1. If passed, the Eleventh Special Resolution changes the “preamble” to the Club’s objects from being one which refers back to and acknowledges the Club’s past as union based Club to a preamble that recognises the Club is now a community Club providing utilities and amenities principally to the residents of Mt Druitt, but also surrounding districts and supporting communities and community organisations in Mt Druitt and other areas.
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TWELFTH SPECIAL RESOLUTION

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

That the Constitution of Building Workers Club Limited be amended by:

- (a) **deleting** the whole of paragraph (b) of Rule 3.1 (with the definition of “*Biennial General Meeting*”) and in its place inserting the following new paragraph (b):

“Triennial Rule means the rule for election of directors for three year terms set out in Schedule 4 to the Registered Club Act, a true copy of which is Annexure A to this Constitution.”

- (b) **deleting** Rule 28.3 and in its place **inserting** the following new Rule 28.3:

“With effect from the Annual General Meeting in 2024, directors shall be elected under the Triennial Rule and shall hold office, subject to this Constitution, for the terms referred to in the Triennial Rule.”

- (c) **deleting** the words, “*Biennial General Meeting*” wherever appearing in the Constitution and in their place **inserting** the words, “*Annual General Meeting*”

- (d) **deleting** paragraph (c) of Rule 38.8 and in its place **inserting** the following new paragraph (c):

“(c) declare the results of the election of directors under the Triennial Rule and to conduct any further election as may be required by this Constitution.”

Notes to Members on Twelfth Special Resolution

1. If passed, the Twelfth Special Resolution will change the election of directors from the biennial system (that is, the whole Board is elected every second Annual General Meeting) to the Triennial Rule, which provides that, once fully operational, directors hold office for 3 year terms on a rotational basis.
2. This means that at the Annual General Meeting of the Club in 2024, the 7 directors who are declared elected will be divided into 3 lots – 1 lot will be 3 directors and the 2 other lots will be 2 directors each. The lots will be called lot 1, lot 2 and lot 3 respectively.
3. The directors in lot 1 will hold office until the Annual General Meeting in 2025. The directors in lot 2 will hold office until the Annual General Meeting in 2026 and the directors in lot 3 will hold office until the Annual General Meeting in 2027.
4. At each of those Annual General Meetings, the successful candidates for the vacant positions will hold office for 3 years and the three cycle will continue.
5. A complete copy of the Triennial Rule as set out in Schedule 4 to the *Registered Clubs Act* is **attached** to this Notice of Meeting.
6. The Triennial Rule provides a system whereby there is stability on the Board, but each year providing the opportunity for new directors to be elected to office
7. For the reason in paragraph 6 above, many clubs have adopted the Triennial Rule.

THIRTEENTH SPECIAL RESOLUTION FOR LIFE MEMBERSHIP

That **DOREEN O’GRADY** be admitted as a Life member of the Building Workers Club Limited in recognition of her outstanding service to the Club.

FOURTEENTH SPECIAL RESOLUTION FOR LIFE MEMBERSHIP

That **KEITH PROCTOR** be admitted as a Life member of the Building Workers Club Limited in recognition of his outstanding service to the Club.

Notes to Members on Special Resolutions for Life Membership

1. Under Rule 11 of the Club's Constitution, Life membership can be conferred on a member "in consideration of outstanding service to the Club".
 2. A nomination for Life membership must be approved by the Board before it is submitted to a general meeting of members for decision and this has been done.
 3. A resolution for Life membership must be passed by a three quarters majority of the members present and voting at the meeting which is why each resolution is proposed as a Special Resolution.
 4. Under the Registered Clubs Act, proxy voting is prohibited and members who are employees of the Club are not eligible to vote at any meeting of the Club.
 5. A profile of each of the two members proposed for Life membership will be given at the meeting.
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PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. Only Life members and financial Ordinary members are entitled to vote on the Special Resolutions.
 2. 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.
 3. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
 4. 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.
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Dated: 25 October 2023

By direction of the Board



Chief Executive Officer
