BUILDING WORKERS CLUB LIMITED ACN 001 912 661

Notice of ANNUAL GENERAL MEETING

The next Annual General Meeting of the Building Workers Club Limited ACN 001 912 661 will be held on

Sunday, 22 November 2026, commencing at 11.00am in the Tradies Function Room at the Club's premises

247 Woodstock Avenue, Dharruk, New South Wales

Agenda

1. To confirm minutes of the Annual General Meeting held on 23 November 2025.
2. To receive and consider the Chairman's Message.
3. To receive and consider the Honorary Treasurer's Message.
4. To receive and consider the Financial Report, Director's Report and Auditor's Report for the 12 months ending 30 June 2026.
5. To receive the report of the returning officer on the election of directors.
6. To consider and if thought fit pass the Ordinary Resolutions set out in this Notice.
7. To consider and if thought fit pass the Special Resolution set out in this Notice.
8. To deal with any other business of which due notice has been given to members.

Questions by Members

Members are requested to advise the General Manager in writing seven (7) working days prior to the date of the Annual General Meeting, of any questions relating to the Financial Report or any other matters which may require research. Although permitted, questions without notice at the Annual General Meeting may not be able to be answered at the meeting.

Copies of the Annual Report

Any member wishing to obtain a copy of the Annual Report containing (among other things) the Directors' Report, Financial Report and Auditor's Report for the financial year ended 30 June 2026 may make a written request to the Club (including by email) and the Annual Report will be sent to that member. Alternatively, the Annual Report can be viewed online at www.westtradies.com.au.

ORDINARY RESOLUTIONS FOR DIRECTORS' BENEFITS

First Ordinary Resolution

That:

(a) The Members hereby approve and agree to expenditure by the Club in a sum not exceeding forty thousand dollars ($40,000.00) until the next Annual General Meeting of the Club for the following activities:

(i) The reasonable costs of directors undertaking mandatory training in accordance with the Registered Clubs Act and the Clubs By-laws.

(ii) The reasonable cost of a meal and beverage for each director immediately before or immediately after a Board or sub-committee meeting or any other meeting on Club business as approved by the Board on the day of that meeting, when that meeting corresponds with a normal meal time and the Club bistro is open.

(iii) Reasonable expenditure by the Club on an annual dinner to give thanks to directors of the Club and their spouses/partners.

(iv) The reasonable expenses incurred by directors either within the Club or elsewhere in relation to such other duties in relation to the business of the Club such duties having first been approved by the Board.

(v) The reasonable cost of an electronic device and/or internet access being made available to directors as may be necessary from time to time and approved by the Board to enable directors to participate in a meeting or carry out other duties as directors.

(b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors of the Club (and their spouses/partners in the circumstances in sub paragraph (iii)) and that notwithstanding paragraph (a) all out of pocket expenses incurred by a director in the course of carrying out his or her duties as a director in relation to the Club must not be paid or reimbursed unless approved by a current resolution of the Board of the Club.

Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution is to have the members in general meeting approve expenditure by the Club on directors (and their spouses/partners in certain circumstances) for a maximum amount of forty thousand dollars ($40,000.00) in respect of the matters set out in the First Ordinary Resolution.
2. To be passed the First Ordinary Resolution requires votes from a simple majority of those members who being eligible to do so vote in person on the First Ordinary Resolution at the meeting.

Second Ordinary Resolution

That the members hereby approve:

(a) The payment of the following honorariums to directors of the Club for services as directors of the Club until the next Annual General Meeting in 2022:

(i) President - $2,000.00.

(ii) Ordinary Directors - $1,500.00 each.

(b) The honorariums in paragraph (a) are to be paid quarterly installments in arrears.

(c) If the President or a director only holds office for part of the term, the honorarium shall be paid on a pro-rata basis.

(d) The payment of the following additional honorariums to directors of the Club until the next Annual General Meeting:

(i) for each director (including the President) who attends a Board meeting the sum of $80.00;

(ii) for each director (including the President) who attends a sub committee meeting as approved by the Board the sum of $40.00;

(iii) for each director (including the President) who is required to attend any other meeting or club business as first determined and approved by the Board the sum of $80.00 for each meeting or other attendance.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution is to have the members approve honorariums for the directors of the Club for duties to be performed by them until the next Annual General Meeting.
2. To be passed the Second Ordinary Resolution requires votes from a simple majority of those members who being eligible to do so vote in person on the Second Ordinary Resolution at the meeting.

SPECIAL RESOLUTION TO AMEND CONSTITUTION

Special Resolution

[The 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) inserting into Rule 2 the following new Rule 2.4 and renumbering the remainder of the Rule accordingly:

2.4 The Constitution and By-laws of the Club have effect as a

contract between:

(a) the Club and each member; and

(b) the Club and each director;

(c) each member and each other member,

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

(b) inserting into Rule 3 the following new definitions in alphabetical order:

"AML/CTF Act" means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

"Executive Committee" means the Chairperson, Vice Chairperson and Treasurer of the Board.

"Liquor or Gaming Policy" means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.

(c) inserting after Rule 10.6 the following new Rules 10.7 to 10.9:

10.7 Under the AML/CTF Act the Club:

(a) is a reporting entity;

(b) provides a designated service to its members and patrons;

(c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and

(d) may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.

10.8 In Rule 10.7(d) "enhanced due diligence" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

10.9 *Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:*

(a) its obligations under the AML/CTF Act; and

(b) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 21 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

(d) deleting from Rule 13.2 the words *"within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner)".*

(e) deleting from Rule 15.1 the words *"as may be prescribed by the Registered Clubs Act or such other greater distance".*

(f) inserting at the beginning of Rule 17.1 the words *"For the purposes of section 30(2B) of the Registered Clubs Act,".*

(g) deleting Rule 19.1(a)(ii).

(h) deleting Rule 20.1 and inserting the following new Rule 20.1:

"20.1 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change of their details."

(i) inserting after Rule 21.1 the following new Rule 21.1A:

21.1A Any use of any social media or other electronic communication by a member or their guest that is or can be construed by the Club as:

(a) negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club; or

(b) impinging or intruding upon the privacy of any employees, officers, members or guests of the Club, will be conduct unbecoming a member of the Club.

(j) inserting into Rule 21.2(a) the following new Rule (ii) and renumbering the remainder of the Rule accordingly:

"(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;"

(k) deleting from Rule 21.2(b) the words *"by a prepaid letter sent by post to the member's last known address"*

(l) deleting from Rule 21.2(e) and (f) and inserting the following new Rules 21.2(e) and (f):

(e) After the Board has considered the evidence put before it, the Board may come to a decision as to whether the member is guilty or not of the charge.:

(i) immediately come to a decision as to the member's guilt or 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.

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

(i) In the case of a decision under Rule 21.2(e)(i) of this Rule, immediately inform the member of the Board's decision; or

(ii) In the case of a decision under Rule 21.2(e)(ii), inform the member of the Board's decision in writing within a reasonable time of the decision of the Board.

(m) inserting the following new Rule 21.2(k):

(k) 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.

(n) inserting after Rule 21.2 the following new Rule 21.2A:

21.2A The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 21.2 is not strictly complied with provided that there was no substantive injustice for the member charged.

(o) deleting from Rule 21.3 the words *"or for five (5) weeks whichever is the sooner"*

(p) deleting from Rule 21.5 the words *"sent by post to the member's last known address."*

(q) inserting the following new Rules 21.7 to 21.10:

"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

21.7 If, in the opinion of the Secretary (or his or delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

21.8 In respect of any suspension pursuant to Rule 21.7, the requirements of Rule 21.2 shall not apply.

21.9 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 21.7, 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 21.2.

21.10 If a member submits a request under Rule 21.9(d):

(a) The member shall remain suspended until such time as the charge is heard and determined by the Board; and

(b) The Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 21.2;

(c) 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 delegate);

(d) This Rule does not limit or restrict the Club from exercising the powers contained in section 77 of the Liquor Act."

(r) inserting the following new Rules 30.4 and 30.5:

"30.4 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 30.1 is not strictly complied with provided there is no substantive injustice for any candidates.

30.5 A member or guest of a member must not at any time issue or distribute, or cause to be issued or distributed, by any means including by social media, any 'how to vote' ticket or any written material advocating either for or against the election of any candidate or candidates for the Board. Any breach of this Rule by a member shall be deemed to be conduct unbecoming a member of the Club under Rule 21.2 and may be dealt with by the Board or Disciplinary Committee accordingly."

(s) inserting the following new Rule 32.3(a) and renumbering the remainder of the Rule:

"(a) delegate any of its powers to directors, employees, committees, sub clubs or any combination thereof;"

(t) inserting the following new Rule 32.9:

"32.9 The Board has the power to dissolve committees or remove committee members from office."

(u) inserting the following new Rule 32.10(f):

"(f) dissolve Sub clubs or remove committee members from office of Sub Clubs."

(v) inserting the following new Rule 32.17 and renumbering the remainder of the Rule:

"32.17 All assets in the possession and control of a Sub Club (including cash reserves) are owned by the Club."

(w) inserting the following new Rule 32.18(h) and renumbering the remainder of the Rule:

"(h) the use of social media and other forms of electronic communication relating to the Club by members and guests of members;"

(x) inserting the following new Rule 33 and renumbering the remainder of the Rules:

"33. MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE

33.1 The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.

33.2 A quorum for a meeting of the Executive Committee shall be two (2) members.

33.3 All decisions of the Executive Committee shall be recorded in minutes signed by the President and provided to the next meeting of the Board for noting or endorsement.

33.4 The President shall preside at meetings of the Executive Committee, or in the President's absence, the Vice President shall preside.

33.5 The purpose of the Executive Committee is to:

(a) facilitate the efficient management of the Club's affairs between meetings of the Board;

(b) assist the President in ensuring that resolutions of the Board are implemented;

(c) act in urgent situations where it is impracticable to convene a meeting of the full Board; and

(d) provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.

33.6 Subject to Rule 33.7, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.

33.7 The Executive Committee shall not:

(a) authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;

(b) appoint or terminate the Chief Executive Officer;

(c) make or amend Club policy;

(d) admit, suspend or expel any member unless the delegated such power in accordance with Rule 22; or

(e) take any action that is inconsistent with a resolution or policy of the Board.

33.8 In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board."

(y) deleting Rules 33.8 and 33.9 and inserting the following new Rules 33.8 and 33.9:

"33.8 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

33.9 A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time."

(z) Inserting the following new Rule 34.3:

"34.3 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 34.1:

(a) the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and

(b) the Board may remove or have removed, the director

from the Board meeting while the matter is being considered."

(aa) Inserting the following new Rules 37.1(i) to (o):

"(i) was not eligible to stand for or be elected or appointed to the Board.

(j) ceases to hold the necessary qualifications to be elected or appointed to the Board.

(k) is convicted of an indictable offence (unless no conviction is recorded).

(l) is not a Financial member of the Club.

(m) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.

(n) is removed from office as a director in accordance with the Act and this Constitution.

(o) does not hold a Director Identification Number (unless exempted from doing so)."

(bb) Inserting the following new Rules 38.19 and 38.20 and renumbering the remainder of the Rules:

"38.19 (a) Despite Rules 38.15 to 38.18, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).

(b) A person elected under Rule 39.19(a) who is not a member of the Club is not entitled to vote at the general meeting.

39.20 The Chairman:

(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."

(cc) inserting the following new Rules 38.41 to 38.44:

"38.41 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

38.42 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

38.43 The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

38.44 If permitted by the Act, the Club may hold virtual only general meetings or annual general meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail."

(dd) deleting Rule 46 and inserting following new Rule 46:

"46. NOTICES

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

(a) personally; or

(b) by sending it by post to the address of the member;

(c) by sending it to the electronic address of the member;

(d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.

46.2 Where a notice is sent by post to a member in accordance with Rule 47.1 the notice shall be deemed to have been received by the members:

(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

46.3 Where a notice is sent by electronic means or in accordance with Rule 46.1(d), the notice is taken to have been given on the day following that on which it was sent."

(ee) inserting the following new Rule 49.2:

"49.2 For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient."

(ff) Inserting the following new Rule 50:

"50. MEETINGS AND VOTING

50.1 In accordance with section 30C(3) of the Act, the Club, the Board or a committee of the Club may (but it is not required to):

(a) Distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or

(b) Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;

(c) Allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.

50.2 If there is any inconsistency between Rule 50.1 and any other provision of this Constitution, Rule 50.1 shall prevail to the extent of that inconsistency."

(gg) deleting all references to *"Ordinary member"* and replacing with *"Premium member"*.

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

Notes to Members on Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to.
2. The Special Resolution proposes a number of amendments to the Club's Constitution. The amendments are intended to bring it into line with best practice and the requirements of the Corporations Act 2001, Registered Clubs Act 1976 and Anti-Money Laundering and Counter-Terrorism Financing Act 2006, improve governance, provide greater flexibility in Club administration, address modern communication methods, and strengthen disciplinary and compliance provisions.
3. **Constitutional Contract**

   A new provision clarifies that the Constitution and By-laws operate as a contract between the Club, its members and directors. This reflects the existing legal position under the Corporations Act.
4. **New Definitions**

New definitions are inserted for the Anti-Money Laundering and Counter-Terrorism Financing Act, Executive Committee and Liquor or Gaming Policy to support other amendments in the Constitution.

5. Anti-Money Laundering and Harm Minimisation Provisions

New rules recognise the Club's obligations under anti-money laundering legislation and clarify the Club's ability to implement and enforce anti-money laundering, liquor and gaming harm minimisation requirements, including identity verification and enhanced due diligence procedures where required by law.

6. Provisional Members

The amendment removes an outdated reference to a six-week limit on provisional membership, allowing provisional membership to continue until an application for membership is determined.

7. Temporary Members

This amendment updates the eligibility requirements for temporary membership by allowing the Board to determine the minimum residential distance applicable to temporary members and reflects amendments to the Registered Clubs Act.

8. Membership Fees

A minor amendment is made to expressly reference the relevant provision of the Registered Clubs Act dealing with subscriptions and membership fees. No substantive change is proposed.

9. Register of Members

An outdated requirement in the register of members is removed. This amendment modernises the register provisions and reduces unnecessary administrative requirements.

10. Member Contact Details

Members will be required to notify the Club of changes to their address, email address or telephone number within seven days. This will assist the Club in communicating with members efficiently.

11. Social Media and Electronic Communications

A new disciplinary provision clarifies that inappropriate use of social media or electronic communications relating to the Club, its employees, officers, members or guests may constitute conduct prejudicial to the interests of the Club or conduct unbecoming of a member.

Importantly the amendments are intended to address the growing use and impact of social media and electronic communication, and to ensure that all members and their guests uphold standards of conduct that support the reputation, integrity, and operational stability of the Club.

Under these new Rules, any use of social media or electronic communication by a member or their guest that is negative or can be reasonably construed as negative toward the Club — including its facilities, services, employees, officers, members or strategies — will be deemed conduct prejudicial to the interests of the Club.

This amendments are important for the following reasons:

- Protecting the Club's reputation: Negative or disparaging comments made online can spread rapidly and damage the Club's standing in the community, its relationships with stakeholders, and its ability to attract and retain members.
- Supporting staff and member wellbeing: Public or semi-public criticism of staff or other members can cause unnecessary distress, undermine morale, and create a hostile environment that is inconsistent with the Club's values and objectives.
- Reinforcing member responsibilities: Membership in the Club carries with it certain privileges and responsibilities. These Rules ensure that members and their guests understand the importance of expressing concerns or feedback through appropriate internal channels rather than through public forums.
- Modernising the Constitution: The inclusion of these Rules bring the Club's Constitution into alignment with contemporary standards of governance and conduct, recognising the potential real-world impact of online behaviour on the Club, its employees and members.

Importantly, this rule does not prevent members from raising genuine concerns with management or the Board. Rather, it encourages such matters to be dealt with constructively and respectfully through the appropriate internal processes.

12. Disciplinary Procedures

A number of amendments are proposed to modernise and clarify disciplinary procedures, including:

- requiring more detailed particulars of charges;
- updating notice requirements;
- clarifying how and when disciplinary decisions may be made and communicated; and
- permitting the Secretary and other persons to assist the Board during disciplinary hearings.

13. Procedural Irregularities

A new provision confirms that disciplinary proceedings will not automatically be invalid merely because of a minor procedural irregularity, provided no substantive injustice has occurred to the member concerned.

14. Interim Suspension of Members

The amendment removes a fixed five-week limit on interim suspensions pending disciplinary proceedings, providing the Club with greater flexibility to deal with matters appropriately, especially where investigations are required.

15. Secretary's Disciplinary Powers

New provisions give the Secretary the power to suspend a member for up to twelve months in appropriate circumstances, while preserving the member's right to require the matter to be reviewed and determined by the Board.

16. Board Elections

Two new provisions are proposed:

- confirming that minor procedural errors will not automatically invalidate an election where there is no substantive injustice; and
- prohibiting the distribution of "how to vote" material in connection with Board elections.

17. Delegation Powers

The Board's delegation powers are clarified to expressly permit delegation of functions to directors, employees, committees and sub-clubs.

18. Committees and Sub-Clubs

The amendments clarify that the Board may dissolve committees, remove committee members, dissolve sub-clubs and remove sub-club committee members where appropriate.

19. Ownership of Sub-Club Assets

A new provision confirms that all assets held by sub-clubs, including cash reserves, remain the property of the Club.

20. By-Laws and Social Media

The Board's by-law making powers are expanded to expressly permit regulation of social media and other electronic communications relating to the Club.

21. Executive Committee

A new Executive Committee comprising the Chairperson, Vice Chairperson and Treasurer is established. The amendment sets out the Committee's purpose, powers, procedures and limitations, allowing urgent matters to be dealt with between Board meetings whilst preserving the Board's overall control.

22. Meetings and Decisions of the Board

The amendments expressly permit Board resolutions to be passed by unanimous email and confirm the ability to hold Board meetings using

technology where directors can participate in real time.

23. Conflicts of Interest

A new provision allows the Board to remove a director from participation in a matter where the director has failed to properly disclose and manage a material personal interest.

24. Additional Grounds for Vacation of Office

The Constitution is amended to provide additional circumstances in which a director's office automatically becomes vacant, including where a director ceases to meet eligibility requirements, is not a financial member, is suspended for a significant period, or does not maintain a Director Identification Number.

25. General Meeting Chairperson

The amendments permit the Board, where appropriate, to appoint any person, including a non-member, to chair a general meeting. The chairperson's powers and responsibilities are also clarified.

26. Modern Meeting Procedures

The Constitution is amended to:

- permit meetings at multiple venues;
- facilitate virtual meetings where permitted by law;
- allow meetings to be cancelled or postponed in appropriate circumstances; and
- permit withdrawal of resolutions before a meeting where legally permissible.

27. Notices to Members

The notice provisions are modernised to expressly allow notices to be sent electronically or by advising members where notices can be accessed online. This reflects the requirements of the Corporations Act.

28. Variation of Membership Rights

A new provision clarifies that membership rights may be varied by a special resolution amending the Constitution without the need for a separate meeting of the affected membership class.

29. Electronic Meetings and Voting

The amendments expressly permit notices, meetings and voting to be conducted electronically where permitted by law, providing greater flexibility for the Club and members. The amendments reflect the Registered Clubs Act.

30. Consequential Amendments

A number of minor drafting, numbering and cross-referencing amendments will also be made to ensure the Constitution remains internally consistent and accurate following the amendments.

31. Procedural matters

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

To be passed, the Special Resolution requires votes from not less than three quarters (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.

Under the Club's Constitution only Life members and financial Premium members are eligible to vote on the Special Resolution.

Under the Registered Clubs Act proxy voting is prohibited and members who are employees of the Club are ineligible to vote.

The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting, and best practices of registered clubs.

By direction of the Board Date:

Larry Collins L Collins

Chief Executive Officer