



**WAUCHOPE COUNTRY CLUB**

ABN: 24 000 044 315

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WAUCHOPE NSW 2446

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10<sup>th</sup> September 2021

Dear Members,

On Sunday 3<sup>rd</sup> October 2021 we will be holding a Special Meeting to consider the Special Resolutions in the attached Notice. This meeting was originally scheduled for September but was cancelled due to COVID19 lockdowns.

Each Special Resolution has been prepared to include notes explaining each change to our constitution. The key area of concern is the cost to the Club associated with Member notifications and voting procedure. Along with Notice of Special meeting we have also attached email authorisation form that can be returned when you are in next.

A copy of our current constitution can be found on our website or copies can be requested from our administration team at the Club.

We will be providing a BBQ breakfast prior to the meeting starting at 8am with meeting starting at 9am.

A voucher for refreshments at conclusion of meeting will be provided.

I thank you for your time and support and look forward to seeing you all on the 3<sup>rd</sup> October 2021.

Regards,

*Claudia Buckby*

Claudia Buckby  
Secretary Manager

**THE WAUCHOPE COUNTRY CLUB**  
**ACN 000 044 315**

## **NOTICE OF GENERAL MEETING AND SPECIAL RESOLUTIONS**

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**NOTICE** is hereby given of the General Meeting of **THE WAUCHOPE COUNTRY CLUB** to be held on **Sunday 3<sup>rd</sup> October 2021** commencing at **9am** at the premises of the Club located at 24 King Street, Wauchope, NSW.

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### **BUSINESS OF THE MEETING**

The business of the meeting will be as follows:

1. Apologies.
  2. To consider the Special Resolutions set out below.
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### **PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS**

1. 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.
  2. Life members, Golf members, Bowls members, Golf-Bowls members, Lady Golf members, Lady Bowls members, Lady Golf-Bowls members and Social members can attend the meeting and vote on the Special Resolutions.
  3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
  4. The Board recommends the Special Resolutions to members.
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### **FIRST SPECIAL RESOLUTION**

That the Constitution of The Wauchope Country Club be amended by **deleting** Rule 27.1 and **inserting** the following new Rule 27.1:

*"27.1 The election of the Board shall be conducted in the following manner:*

- (a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.*
  - (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 27.1, shall be prominently posted on the Club Notice Board at least forty two (42) days prior to the date fixed for the Annual General Meeting.*
  - (c) Nominations shall close not less than twenty eight (28) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.*
  - (d) Nominations for election to the Board shall be made in writing and signed by one and seconded by another eligible member and signed by the nominee who shall thereby signify his or her consent to the nomination.*
  - (e) A nomination can be withdrawn at any time prior to the close of nominations.*
  - (f) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board in alphabetical order.*
  - (g) If the full number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the positions not so filled.*
  - (h) If there be only the requisite number nominated for election to the Board those candidates shall be declared duly elected.*
  - (i) If there be more than the required number nominated for election to the Board, an election by secret ballot shall take place in respect of that position.*
  - (j) The Returning Officer shall supervise the preparation of ballot papers.*
  - (k) The order in which names appear on the ballot paper shall be determined by lot.*
  - (l) The ballot shall be conducted on such days and during such times as shall be determined by the Board from time to time.*
  - (m) The Returning Officer shall supervise the issue of ballot papers.*
  - (n) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.*
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- (o) *Members shall place their ballot papers in the ballot box provided at the Club.*
- (p) *The Returning Officer shall supervise the safe custody of ballot papers returned.*
- (q) *The Returning Officer shall supervise the examination of ballot papers.*
- (r) *The decision of the Returning Officer as to the formality or informality of any vote shall be final.*
- (s) *The Returning Officer shall supervise the counting of votes.*
- (t) *In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.*
- (u) *The Returning Officer shall report the result of the ballot to the Annual General Meeting.*
- (v) *If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 27.1.*
- (w) *The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 27.1.*
- (x) *If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with this Constitution.*
- (y) *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 27.1 is not strictly complied with provided there is no substantive injustice for any candidates."*

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### Notes on First Special Resolution

1. The First Special Resolution proposes to amend the manner in which members vote in the election of the Board, with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2021.
2. Currently, members must vote by way of postal ballot.
3. If the First Special Resolution is passed, members will vote by casting their vote in person at the Club's premises
4. This process is very similar to government elections whereby voters attend a polling place and cast their vote.
5. The Board recommends this amendment because postal ballots are very time consuming and expensive.

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### SECOND SPECIAL RESOLUTION

That the Constitution of The Wauchope Country Club be amended by:

- (a) **inserting** the following new Rule 2.5:  
*"2.5 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."*
- (b) **deleting** Rule 3.2 and **inserting** the following new Rule 3.2:  
*"3.2 **"Financial member"** means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates."*
- (c) **inserting** into Rule 4.1(e) the words *"and Liquor Act"* after the words *"Registered Clubs Act"*.
- (d) **deleting** from Rule 8.3 the words *"Certificate of Registration under Part II of the Registered Clubs Act"* and **inserting** the words *"club licence under the Liquor Act"*.
- (e) **deleting** from Rule 8.3 the words *"such a certificate"* and **inserting** the words *"such a licence"*.
- (f) **deleting** Rule 10.1 and **inserting** the following new Rule 10.1:  
*"10.1 For the purposes of section 246B of the Act, the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution in accordance with Rule 46 and without the need for a separate resolution to be passed by members of that class of membership."*
- (g) **deleting** from Rules 10.8(c), 10.11(c), 10.17(c), 10.20(c) and 10.26(c) the words *"Rules 26.3 and 26.4"* and **inserting** the words *"any restrictions contained in this Constitution"*.
- (h) **deleting** from Rule 12.2 the words *"within six (6) weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is sooner)"*.
- (i) **deleting** from Rules 13.5 the words *"A Director"*
- (j) **deleting** Rule 14.5 and **inserting** the following new Rule 14.5:  
*"14.5 The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason"*.
- (k) **inserting** the following new Rule 15.11:

*“15.11 The Secretary or senior employee then on duty may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club’s premises at any time without notice and without having to provide any reason.”*

- (l) **deleting** Rule 16.4 and **inserting** the following new Rule 16.4
- “(b) Any person who has not paid his or her joining fee, subscription, levy or other payment:*
- (i) by the due date shall cease to be a Financial member and shall cease to be entitled to the privileges of membership of the Club; and*
  - (ii) within one (1) months after the due date shall cease to be a member of the Club.”*
- (m) **deleting** Rule 19 and **inserting** the following new Rule 19:
- “19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS**
- 19.1 Every member must advise the Secretary of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.”*
- (n) **deleting** from Rule 20.2(b) the words *“sent as a prepaid letter posted to the member’s last known address”*.
- (o) **inserting** the following new Rules 20.2(c) and (d) and **renumbering** the remaining provisions of Rule 20.2 accordingly:
- “(c) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner at the hearing, 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.*
- (d) If the member charged does not comply with the warning given in accordance with Rule 20.2(c), the chairperson (in their absolute discretion) may exclude the member charged from the hearing and continue to consider and deal with the charge in his or her absence.”*
- (p) **inserting** the following new Rules 20.2(j) and (k):
- “(j) 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 cannot vote at the meeting.*
- (k) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20 is not strictly complied with provided that there was no substantive injustice for the member charged.”*
- (q) **deleting** from Rule 20.3 the words *“or for five weeks whichever is sooner”*.
- (r) **deleting** Rules 20.4 to 20.6 inclusive.
- (s) **inserting** at the end of Rule 23.1(c) the word *“or any other applicable legislation”*.
- (t) **inserting** into Rule 23.1(f) the words *“or any employee exercising this power”* after the word *“Secretary”*.
- (u) **deleting** from Rule 23.1(h) the words *“certificate of registration”* and **inserting** the words *“club licence, or by law”*.
- (v) **inserting** the following new Rules 23.4 and 23.5:
- “23.4 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.*
- 23.5 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not remain in the vicinity of the Club and/or re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out”*.
- (w) **inserting** into Rule 25.1 the words *“(other than Junior members”* after the words *“All members”*.
- (x) **inserting** at the end of Rules 25.5(a) and (b) the words *“or Rule 21”*.
- (y) **deleting** Rule 25.13 and **inserting** the following new Rule 25.13:
- “25.13 For the purposes of Rule 25.12(c), “responsible adult” means an adult who is:*
- (a) a parent, step-parent or guardian of the minor; or*
  - (b) the minor’s spouse or de facto partner;*
  - (c) for the time being, standing in as the parent of the minor.*
- (z) **inserting** at the end of Rule 26.10(b) the words *“or Rule 21”*.
- (aa) **inserting** the following new Rules 26.10(e) to (g) inclusive:
- (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.”*

- (bb) **inserting** the following new Rule 26.11:  
*“26.11 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.”*
- (cc) **deleting** from Rule 28.3(i) the figure “41J” and **inserting** the figure “41E”.
- (dd) **inserting** the following new Rules 28.3(o) and (p):  
*“(o) delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof.*  
*(p) issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.”*
- (ee) **inserting** at the end of Rule 28.15 the words *“The bowling sections committee shall not incur any debts except with the permission of the directors of the Club”.*
- (ff) **inserting** the following new Rule 28.16A:  
*“28.16A The sub clubs shall be entitled to pay the appropriate affiliation fees to the bodies controlling bowls and golf (if required) on behalf of their life members. For the avoidance of doubt, the Club shall be responsible for the affiliation fees of Life members of the Club who are also life members of sub clubs”.*
- (gg) **inserting** at the end of Rule 29.9 the words *“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.”*
- (hh) **deleting** Rules 30 to 32 inclusive and **inserting** the following new Rules 30 to 32 inclusive:  
**“30. MATERIAL PERSONAL INTERESTS OF DIRECTORS**  
 30.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:*  
 (a) *declare the nature of the interest at a meeting of the Board; and*  
 (b) *comply with Rule 30.2.*  
 30.2 *Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*  
 (a) *must not vote on the matter; and*  
 (b) *must not be present while the matter is being considered at the meeting.*  
**31. REGISTERED CLUBS ACCOUNTABILITY CODE**  
 31.1 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 31. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 31, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*  
 31.2 *For the purposes of this Rule 31, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*
- Contracts with top executives**  
 31.3 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*  
 (a) *the top executive’s terms of employment; and*  
 (b) *the roles and responsibilities of the top executive;*  
 (c) *the remuneration (including fees for service) of the top executive;*  
 (d) *the termination of the top executive’s employment.*  
 31.4 *Contracts of employment with top executives:*  
 (a) *will not have any effect until they are approved by the Board; and*  
 (b) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*
- Contracts with directors or top executives**  
 31.5 *Subject to any restrictions contained in the Registered Clubs Act and Rule 31.7 the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*  
 31.6 *A “pecuniary interest” in a company for the purposes of Rule 31.5 does not include any interest exempted by the Registered Clubs Act.*
- Contracts with Secretary and managers**

- 31.7 *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*
- (a) *the Secretary or a manager; or*
  - (b) *any close relative of the Secretary or a manager;*
  - (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

**Loans to directors and employees**

- 31.8 *The Club must not:*
- (a) *lend money to a director of the Club; and*
  - (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

**Restrictions on the employment of close relatives of directors and top executives**

- 31.9 *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*
- 31.10 *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

**Disclosures by directors and employees of the club**

- 31.11 *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*
- (a) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
  - (b) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
  - (c) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
  - (d) *any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.*
- 31.12 *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 31.*

**Training disclosures**

- 31.13 *The Club must make available to members:*
- (a) *details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
  - (b) *the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.*
- 31.14 *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

**Provision of information to members**

- 31.15 *The Club must:*
- (a) *make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and*
  - (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

**32. INTENTIONALLY DELETED".**

- (ii) **inserting** the following new Rules 34.1(h) and (i):
  - "(h) *fails to complete the mandatory training requirements for directors referred to in Rule 26.11 within the prescribed period (unless exempted);*
  - (i) *was not eligible to stand for or be elected or appointed to the Board."*
- (jj) **deleting** Rule 35.4(a) and **inserting** the following new Rule 35.4(a):
  - "(a) *The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting"*.
- (kk) **inserting** the following sub heading and Rules 35.32 to 35.37 inclusive:

#### **“ADDITIONAL MATTERS**

- 35.32 *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.*
- 35.33 *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.*
- 35.34 *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.*
- 35.35 *The Club may record general meetings (including Annual General Meetings) using audio and/or visual technology but members are not permitted to do so.*
- 35.36 *The chairperson:*
- (a) *is responsible for the conduct of the general meeting; and*
  - (b) *shall determine the procedures to be adopted and followed at the meeting;*
  - (c) *may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.*
- 35.37 *The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.”*

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#### **Notes to Members on the Second Special Resolution**

1. The Second Special Resolution proposes a series of amendments to the Constitution to bring it into line with best practice and the Corporations Act, Liquor Act and Registered Clubs Act.
2. **Paragraph (a)** clarifies that members are bound by and must comply with the Constitution, By-laws and any other applicable determinations, resolutions and policies of the Club.
3. **Paragraph (b)** amends the definition of Financial member.
4. **Paragraph (c)** inserts an appropriate reference to the Liquor Act.
5. **Paragraphs (d) and (e)** delete references to the certificate of registration which was previously held by the Club and inserts references to the club licence which is now held by the Club.
6. **Paragraph (f)** clarifies that the rights of a class of membership may be varied or cancelled by way of a special resolution passed by eligible members (and without the members of that class of membership passing a separate resolution).
7. **Paragraph (g)** clarifies that the right of members to nominate for or be elected or appointed to the Board is subject to the restrictions contained in the Constitution.
8. **Paragraphs (h) to (j) inclusive** amend provisions relating to Provisional, Honorary and Temporary members to bring the Constitution into line with the Registered Clubs Act.
9. **Paragraph (k)** clarifies that the Club may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises. This provision does not apply to members of the Club.
10. **Paragraph (l)** clarifies that any person who has not paid his or her joining fee, subscription, levy or other payment:
  - (a) by the due date, shall cease to be entitled to the privileges of membership of the Club; and
  - (b) within one (1) months after the due date, shall cease to be a member of the Club.
11. **Paragraph (m)** clarifies that every member must advise the Club of any change to their personal details (including their address, email address and telephone number).
12. **Paragraphs (n) to (p) inclusive** amend existing provisions relating to disciplinary proceedings to bring the Constitution into line with best practice.
13. **Paragraph (q)** clarifies that a member who has been issued with a notice of disciplinary charge and hearing can be provisionally suspended from membership pending their disciplinary hearing.
14. **Paragraph (r)** deletes provisions which are no longer required.
15. **Paragraphs (s) to (v) inclusive** amend existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
16. **Paragraphs (w) to (y) inclusive** amend existing provisions relating to guests of members to bring the Constitution into line with the Registered Clubs Act.

17. **Paragraph (z)** inserts an appropriate reference to Rule 21.
18. **Paragraph (aa)** clarifies that a member cannot be a director if he or she is:
  - (a) disqualified from managing any company under the Corporations Act; and
  - (b) of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
  - (c) is prohibited from being a director by reason of any order or declaration made under the Corporations Act, Liquor Act and Registered Clubs Act.
19. **Paragraph (bb)** clarifies that any person who is elected or appointed to the Board must complete the mandatory director training as prescribed by the Registered Clubs Act and Regulation.
20. **Paragraphs (cc) and (dd)** amend existing provisions relating to the powers of the Board to bring the Constitution into line with best practice. The powers of the Board remain unchanged.
21. **Paragraph (ee)** clarifies that bowling section committees can not incur debts without the permission of the Board. This obligation already exists for golfing section committees.
22. **Paragraph (ff)** clarifies that the Club's sub clubs can pay the affiliation fees for bowls and golf for their life members.
23. **Paragraph (gg)** clarifies that a board resolution can be passed by way of email. This is permitted by the Corporations Act.
24. **Paragraph (hh)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Corporations Act, Registered Clubs Act and Registered Clubs Regulation.
25. **Paragraph (ii)** amends existing provisions relating to vacancies on the Board to bring the Constitution into line with best practice and Registered Clubs Act.
26. **Paragraphs (jj) and (kk)** amend existing provisions relating to general meetings to bring the Constitution into line with the Corporations Act.

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### THIRD SPECIAL RESOLUTION

That the Constitution of Wauchope Club Limited be amended by **deleting** from Rules 26.9 and 26.10 the words "five (5)" and **inserting** the words "three (3)".

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#### Notes on Third Special Resolution

1. The Third Special Resolution proposes to reduce the "waiting period" before a member can become a director of the Club from five (5) years to three (3) years, with effect from the Annual General Meeting and the election of the Board to be held in 2021.
2. Therefore, if the Third Special Resolution is passed, a member will be entitled to become a director if he or she has been a member of the Club for at least **three (3) years** (as opposed to the current requirement of five (5) years) immediately prior to the date of election or appointment to the Board.

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### FOURTH SPECIAL RESOLUTION

That the Constitution of The Wauchope Country Club be amended by **deleting** Rule 43 and **inserting** the following new Rule 43:

**"43. NOTICES**

43.1 *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 recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) *by sending it to the electronic address (if any) of the member;*
- (d) *by notifying the member in accordance with Rule 43.2 (in the case of notices of general meetings (including Annual General Meetings) only).*

43.2 *If the member nominates:*

- (a) *an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*
- (b) *an electronic means (the nominated access means) the member may use to access notices of meeting;*

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

(c) *that the notice of meeting is available; and*

(d) *how the member may use the nominated access means to access the notice of meeting.*

43.3 *Where a notice is personally given to a member in accordance with Rule 43.1(a), the notice is*



*received on the day the member is given the notice.*

43.4 *Where a notice is sent to a member in accordance with Rules 43.1(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*

43.5 *Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rules 43.1(d) and 43.2, **the** notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”*

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#### **Notes to Members on Fourth Special Resolution**

1. The Club's Constitution currently only allows the Club to give notices (including notices of general meeting and Annual General Meeting) to members either personally or by sending them to members by post.
2. The Corporations Act allows companies (such as the Club) to send notices to members using technology such as by sending notices to members by email.
3. Accordingly, the Fourth Special Resolution amends existing provisions relating to notices to members to bring the Constitution into line with the Corporations Act.
4. If the Fourth Special Resolution is passed, the Club will be able to send notices of meeting to members using technology, including by sending notices to members by email.
5. The Club will continue to send notices (including notices of general meeting and Annual General Meeting) by post to members who wish to receive notices in that manner.
6. The Board recommend this amendment because it will reduce printing and postage costs of the Club and it will also reduce the Club's environmental impact.

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**Dated: 10 August 2021**

**By direction of the Board**

*Claudia Buckby*

**Claudia Buckby  
Secretary Manager**



## WAUCHOPE COUNTRY CLUB

ABN: 24 000 044 315

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[admin@wauchopecountryclub.com.au](mailto:admin@wauchopecountryclub.com.au)

### RECEIVING NOTICES OF ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS BY EMAIL

The Club will be holding a General Meeting on 3<sup>rd</sup> October 2021.

At the General Meeting, members will consider and if thought fit pass a special resolution to allow the Club to send Notices of Annual General Meetings and General Meetings (**Notices of Meeting**) to members by email.

If the special resolution is passed, the Club will be able to send Notices of Meetings by email to those members who have made a written request to the Club to receive Notices of Meeting by email.

If you would like to receive Notices of Meeting by email, please complete this form and return it to the Club.

If you have already returned below response we thank you. Please do not respond to this letter, you will continue to receive Notices of Meeting by post.

The Board recommends that members receive Notices of Meeting by email (as opposed to hard copies by post) because:

1. The Club displays Notices of Meeting on the Club's website and noticeboard at least twenty one (21) days before the relevant meeting;
2. The Club will incur less printing and postage costs;
3. The Club's environmental impact will be reduced.

Yours faithfully

**Claudia Buckby**  
**Secretary Manager**

I, \_\_\_\_\_

*[insert name & Membership number]*

wish to receive Notices of Annual General Meeting and General Meeting by email; and

confirm that Notices of Annual General Meeting and General Meeting should be emailed to me at the following email address:

**Email address:** \_\_\_\_\_

**Signature:** \_\_\_\_\_