

## Erina Leagues Club

ABN: 19 000 845 410

Ilya Avenue

Erina NSW 2250



MY TEAM  
elc  
MY CLUB



ERINA RUGBY LEAGUE FOOTBALL CLUB LTD  
(ACN 000 845 410)

## EXPLANATORY MEMORANDUM FOR PROPOSED NEW CONSTITUTION

At the Annual General Meeting of the Club to be held **on Sunday 25<sup>th</sup> February 2024**, members will be asked to consider a Special Resolution to adopt a new Constitution to replace the existing Constitution of the Club (**existing Constitution**).

This Explanatory Memorandum is to assist members to understand the proposed new Constitution and why it is appropriate to adopt it.

Members who wish to review the proposed new Constitution can inspect it at the Club's noticeboard and it is also prominently on display on the Club's website together with a copy of the existing Constitution. Members may also obtain a copy of the proposed new Constitution and the existing Constitution upon request at the Club's office.

The Club's lawyers have advised that the Club should adopt a new Constitution to replace the existing Constitution in order to be updated to reflect and comply with the requirements of the Corporations Act, Registered Clubs Act (**RCA**), Liquor Act, Gaming Machines Act, and their respective Regulations.

Many provisions of the existing Constitution remain the same. However, a summary of the proposed changes to the existing Constitution are set out below. The Memorandum of Association remains in the same form.

### DEFINITIONS

1. Rule 1 is amended to include new definitions reflecting changes in the Corporations Act and RCA and industry best practice.

### TEMPORARY MEMBERS

2. Rules 17 and 18 are amended to reflect amendments to the RCA.

### PROVISIONAL MEMBERS

3. Rules 19 to 21 are amended and a New Rule 21A is inserted to reflect amendments to the RCA and industry best practice.

### ELECTION OF MEMBERS

4. Rules 23 to 25 are amended to reflect changes in the Corporations Act, RCA and industry best practice.

### ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

5. Rules 27 and 28 are amended to reflect changes in the Corporations Act, RCA and industry best practice.

## **NON-FINANCIAL MEMBERS**

6. Rule 29 is inserted to set out the consequences of a member becoming 'non-financial'. The Rule is proposed as industry best practice.

## **REGISTERS OF MEMBERS AND GUESTS**

7. Rule 30 inserts provisions relating to the requirement to keep registers of members and guests. The Rule is proposed to reflect the requirements of the Corporations Act, RCA and industry best practice.

## **ADDRESSES OF MEMBERS**

8. Rule 29 is amended to reflect industry best practice.

## **DISCIPLINARY PROCEEDINGS**

9. Rules 32 to 37 are inserted to set out provisions relating to disciplinary proceedings of members. The Rules are comprehensive and reflect the requirements of the common law and industry best practice.

## **ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**

10. Rules 38 to 42 contain provisions which give the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member etc however the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing. If such a request is made, the matter must be determined by the standard disciplinary procedure set out in Rules 32 to 37 by the Board. The Rules are proposed to reflect industry best practice.

## **DISCIPLINARY COMMITTEE**

11. Rules 43 to 45 permit the Board to delegate its disciplinary powers to a committee. The Rule is proposed to reflect industry best practice.

## **MEMBER UNDER SUSPENSION**

12. Rule 46 sets out the consequences of a member becoming suspended and is proposed as best practice.

## **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

13. Rules 47 to 51 relate to the removal of persons from the Club and the circumstances in which that may occur., The Rules reflects the requirements of the RCA and industry best practice.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

14. Rules 52 to 54 set out the circumstances in which membership of the Club cease and the manner in which a member may resign their membership. The Rules reflect Corporation Act and industry best practice.

## **BOARD OF DIRECTORS**

15. Rule 56 is amended to provide for a Board of up to nine (9) directors comprising up to seven (7) elected directors and up to two (2) appointed directors. The Rule also sets out the qualifications for election and appointment as a director of the Club. The Rule reflects the requirements of the Corporations Act, RCA and industry best practice.

## **PROCEDURES FOR THE ELECTION OF THE BOARD**

16. Rule 57 to 58 set out the frequency and procedure for election to the Board. It is proposed that from the election of the Board in 2024, the Board will be elected biennially (every two (2) years). The amendments are proposed to reflect the RCA and industry best practice.

## **SPECIAL APPOINTMENTS MADE BY THE BOARD**

17. Rule 58A relates to the appointment of directors and is amended to reflect other Rules relating to the composition of the Board.



**PROCEEDINGS OF THE BOARD**

18. Rules 61 to 68 are amended to reflect the requirements of the Corporations Act, RCA and industry best practice.

**VACANCIES ON BOARD**

19. Rule 72 is amended by the addition of further grounds upon which the office of a director will be immediately vacated. The amendments reflect the requirements of the Corporations Act and industry best practice.

**GENERAL MEETINGS**

20. Rule 76 is amended to confer powers on the Board to cancel or postpone a general meeting and withdraw any resolution that has been proposed, to hold general meetings in two or more venues using any technology available and hold virtual only meetings if necessary or appropriate. The amendments reflect the requirements of the Corporations Act, RCA and industry best practice

**NOTICES**

21. Rule 96 to 98B Rule 23 deal with the requirements of giving notice to members, including by electronic means in accordance with the Corporations Act and the RCA.

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This summary provides members with information about the proposed amendments to the existing Constitution that are contained in the new Constitution. It is intended to enable members to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, members are invited to raise their questions with the Chief Executive Officer who, if necessary, will obtain advice from the Club's lawyers to pass back to the member.

The Board considers the proposed new Constitution as being a significant improvement on the existing Constitution and it recommends that members vote in favour of the Special Resolution. To be passed, the Special Resolution will need votes from not less than three-quarters (75%) of those members who being eligible to do so vote in person at the meeting.

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**Dated: 30 January 2024**



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**James Savage**  
Chief Executive Officer