

MILDURA WORKING MAN'S CLUB INC

NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of the **Mildura Working Man's Club Inc** to be held on **25th November** commencing at the hour of **6pm** at the premises of the Club, Victoria

SPECIAL RESOLUTION

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

That the Constitution of Mildura Working Man's Club Inc. be amended by:

- (a) **inserting** after the word “*definitions*” in the heading of Rule 2, the words “*and Interpretation*”.
- (b) **inserting** the following new Rules 2(b) to 2(h):
 - “(b) Words importing the singular include the plural and vice versa;*
 - (c) Words importing any gender are to be interpreted as representing all genders;*
 - (d) Headings of these Rules shall not be taken as part thereof or any matter affecting the interpretation of the Rules.*
 - (e) A decision of the Board on the construction or interpretation of the Constitution or any rule or by-law of the Club made pursuant to this Constitution or any other matter arising therefrom shall be conclusive and binding on all members of the Club.”*
 - (f) 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.*
 - (g) 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.*
 - (h) Reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form.”*
- (c) **inserting** the following new Rules 4(d) and (e) and **renumbering** the remaining parts of Rule 4 accordingly:
 - “(d) Provisional members are entitled to:*
 - (i) such social privileges and amenities of the Club as the Board may determine from time to time; and*
 - (ii) introduce guests into the Club.*
 - (e) Provisional members are not entitled to:*

- (i) *attend or vote at general meetings of the Club;*
- (ii) *nominate for or be elected to hold office on the Board;*
- (iii) *vote in an election of directors;*
- (iv) *vote on any special resolution, including a special resolution to amend the Constitution;*
- (v) *propose, second or nominate any eligible member for any office of the Club;*
- (vi) *propose, second or nominate any eligible member for honorary life membership."*

(d) **inserting** the following new Rule 5(a)(iii):

"(iii) any other information determined by the Board."

(e) **inserting** at the end of Rule 6(b) the words *"or by returning their membership card to the Club, and indicating they resign from their membership, and the resignation will be effective on the date upon which the written notice or card is received by the Club."*

(f) **inserting** the following new Rule 7(f):

"(f) Subject to the terms of their suspension, a Full member whose membership is suspended shall, during the period of such suspension, not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or*
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;*
- (c) attend or vote at any meeting of the Club or any Sub club;*
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;*
- (e) vote in the election of the Board or any committee of a Sub club;*
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;*
- (g) propose, second or nominate any eligible member for Life membership."*

(g) **inserting** the following new Rule 7A:

"7A REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

(a) In addition to any powers that may be conferred under the Liquor Control Reform Act, the Secretary or, subject to Rule [insert] an employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out of the premises of the Club and suspend or terminate any members membership, in circumstances where the person:

- (i) is intoxicated, violent, quarrelsome, disorderly, behaviour deemed inappropriate or misconduct unbecoming of a member or visitor;*

- (ii) *for the purposes of prostitution, engages or uses any part of the premises of the Club;*
 - (iii) *is on the premises of the Club and may render the Club or the Chief Executive Officer liable to a penalty under any legislation;*
 - (iv) *uses another member's membership card in order to obtain a discount in the Club;*
 - (v) *hawks, peddles or sells any goods on the premises of the Club;*
 - (vi) *smokes while on any part of the premises that is smoke-free;*
 - (vii) *uses, or has in their possession, while on the premises of the Club any substance that the Chief Executive Officer suspects of being a prohibited drug, prohibited plant or paraphernalia used in the consumption of prohibited drugs;*
 - (viii) *damages any part of the Club's property;*
 - (ix) *uses obscene or objectionable language within the Club or within the vicinity of the Club; and*
 - (x) *refuses to comply with a reasonable and lawful request or instruction of an employee or contractor of the Club.*
- (b) *If pursuant to Rule 7A(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or (subject to Rule 7A(e)) an employee of the Club, may:*
- (i) *stipulate any period of time during which the person shall be prohibited from attending the Club premises; and*
 - (ii) *at any subsequent time;*
 - (1) *refuse to admit that person into the premises of the Club;*
 - (2) *turn the person out, or cause the person to be turned out of the premises of the Club; or*
 - (3) *if the person is a member, implement the procedures outlined in Rule 7.*
- (c) *Without limiting Rule 7A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 7A(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.*
- (d) *Except where required, the requirements of Rule 7 do not apply to an exercise of power under this Rule 7A and, for the avoidance of doubt, does not require the Club to afford the person procedural fairness or natural justice where a power under this Rule is exercised.*
- (e) *The persons who under this Constitution are entitled to exercise the powers set out in this Rule shall be:*
- (i) *the Chief Executive Officer;*

- (ii) *in the absence of the Chief Executive Officer, the senior employee then on duty;*
 - (iii) *any employee authorised by the Chief Executive Officer to exercise such power; and*
 - (iv) *any contractor (including a security contractor) authorised by the Chief Executive Officer to exercise such power.”*
- (h) **Deleting** from rule 9(a) “and” and in its place **inserting** the words “and/or”
- (i) **deleting** from Rule 9(b)(i) and (ii) the words “*confirm*” and “*receive*” and in their place **inserting** the words “*receive and consider*”.
- (j) **inserting** at the end of Rule 9(b)(v) the words “*if a vacancy in that office exists*”.
- (k) **deleting** Rule 20(b) and in its place **inserting** the following new Rule 20(b):
 - “(b) *As and from the Annual General Meeting of the Club held in 2025:*
 - (i) *The Board will consist of three (3) groups comprising of three (3) directors each.*
 - (ii) *Elections for the Board will be held every two (2) years.*
 - (iii) *Each year, there will be an election for one group.*
 - (iv) *Group 1 will comprise the directors of the Club elected in 2025.*
 - (v) *Group 2 will comprise the directors elected in 2027.*
 - (vi) *Group 3 will comprise the directors elected in 2031.*
 - (vii) *The directors elected to office in 2023, whose term of office would have expired in 2026, have their term of office extended to 2027.*
 - (viii) *Directors elected in 2024, who have their term of office concluding in 2027, have that term of office extended to 2029.”*
- (l) **deleting** from Rule 21(d) “3 years” and **inserting** “six (6) years”.

Notes to Members on Special Resolution

1. The Special Resolution proposes a number of amendments to the Club’s Rules to ensure they are to up-to-date and reflect best practice.
2. Paragraphs **(a)** and **(b)** include additional definitions and interpretation clauses.
3. Paragraph **(c)** updates the Rules in relation to Provisional membership.
4. Paragraph **(d)** clarifies that the Board can seek add\additional information on a nomination form.
5. Paragraph **(e)** updates the Rules in relation to resignation of membership.
6. Paragraph **(f)** clarifies the rights that a suspended member is not entitled to enjoy.

7. Paragraph **(g)** inserts a new rule reflecting the powers of the Club to remove from the Club persons who engage in inappropriate and disorderly conduct, in addition to powers imposed under the Liquor Control Reform Act.
 8. Paragraph **(h)** clarifies that an annual general meeting receives and considers minutes of previous annual general meetings and financial reports.
 9. Paragraphs **(k)** and **(l)** introduce a new term of office for the Board.
 10. Currently, the Board consists of nine (9) directors and every year, three (3) directors are elected for three (3) year terms.
 11. If the Special Resolution is passed, the Board will still consist of nine (9) directors. However, if the Special Resolution is passed:
 - (a) the term of office would be increased from three (3) years to six (6) years, and
 - (b) elections would take place every two (2) years for the six (6) year terms; and
 - (c) the proposed new Rule also includes transitional provisions to allow for this new system of election to take place.
 12. The Board is proposing this amendment so that directors have greater continuity in office, so the Club can have the benefits of director training and education over that time.
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