

WESTON DISTRICT WORKERS CO-OPERATIVE CLUB LTD

Nominations are now called for the Board of Directors of Weston District Workers Co-operative Club for the ensuing two (2) year period.

Positions: 1 x President

7 x Directors

Nomination forms now available from the office and will close on Sunday 20<sup>th</sup> October 2019 at 6pm.

To be elected at the **Annual General Meeting to be held at 10am Sunday 10<sup>th</sup> November, 2019** at the Club premises.

Sharon Whyburn

Secretary Manager

## **AGM NOTICE**

**Notice is hereby given that the Annual General Meeting Of Weston District Workers Co-operative Club Ltd will be held on Sunday 10<sup>th</sup> November 2019 at 10am.**

- **Apologies**
- **To confirm minutes of last Annual General Meeting.**
- **Presentation of Balance Sheet & Auditor's Report**
- **Presidents Report**
- **Delegates Report**
- **Proposal of Special Resolution**
- **Nomination and election of 2 Delegates.**
- **Nomination & Election of President**
- **Nomination & Election of Directors**
- **Nomination & Election of Scrutineer**
- **To deal with any business for which due notice has been given.**
- **General Business**

**Sharon Whyburn**

**Secretary Manager**

**WESTON DISTRICT WORKERS' CO-OPERATIVE CLUB LIMITED**  
**ABN 65 053 198 599**  
**NOTICE OF SPECIAL RESOLUTIONS FOR ANNUAL GENERAL MEETING**

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**NOTICE** is hereby given that at the Annual General Meeting of **WESTON DISTRICT WORKERS' CO-OPERATIVE CLUB LIMITED** to be held on 10<sup>th</sup> November 2019 commencing at 10am at the premises of the Club, Government Road, Weston, New South Wales, the members will be asked to consider and if thought fit pass the Special Resolutions set out below:

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**PROCEDURAL MATTERS**

1. The Special Resolutions should be read in conjunction with the Explanatory Notes which follow each Special Resolution.
  2. The Explanatory Notes set out the reasons for and the effect of the Special Resolutions.
  3. To be passed, a Special Resolution must receive votes in favour from not less than two thirds of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
  4. Only Life members, financial Standard members and financial Senior members can vote on the Special Resolutions.
  5. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
  6. The Board of the Club recommends the Special Resolutions to members.
  7. If a Special Resolution is passed, the amendments contained in the Special Resolution will not take effect until the amendments are registered with the Registry of Co-operatives.
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**FIRST SPECIAL RESOLUTION**

That the Rules of Weston District Workers' Co-Operative Club Limited be amended by:

- (a) **inserting** at the end of Rule 1(xxxiv) the words "*as amended from time to time and includes the Co-operatives (Adoption of National Law) Act 2012*".
- (b) **inserting** the following new Rules 1(xlvii) and (xlviii):
  - (xlviii) "**Gaming Machines Act**" means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
  - (xlvii) "**Liquor Act**" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation."
- (c) **deleting** Rule 6(iv) to (vi) inclusive and in lieu thereof **inserting** the following new Rules
  - (iv) Subject to the provisions of Section 10(6) and Section 10(6A) of the Clubs Act, a member of the club, whether or not he or she is a director or a member of any committee of the club shall not be entitled under the Rules of the club or otherwise to derive directly or indirectly any profit, benefit or advantage from the club that is not offered equally to every Full member of the club.
  - (v) Subject to the provisions of Section 10(7) of the Clubs Act, a person, other than the club or its members, shall not be entitled under the Rules of the club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the club of, or the fact that the club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the club because of the grant to the club of, or the fact that the club has applied for, such a licence.
  - (vi) A director shall not receive from the club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of an honorarium in accordance with the Clubs Act or the repayment of out of pocket expenses in accordance with the Clubs Act.
  - (vii) The Secretary or any employee, director or member of any committee of the club shall not be entitled under these Rules or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the club or the receipts of the club for any liquor supplied or disposed of by the club.
  - (viii) Subject to Section 73(2)(b) of the Gaming Machines Act, the club shall not share any receipts arising from the operation of an approved gaming machine kept by the club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
  - (ix) Subject to Section 74(2) of the Gaming Machines Act, the club shall not grant any interest in an approved gaming machine kept by the club to any other person."
- (d) **inserting** the following new Rule 10(ix):

"(ix) hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the club."
- (e) **inserting** the following new Rule 13(e):

"(e) Notwithstanding the remaining provisions of this Rule 13, the club may execute a document without using the Seal if the document is signed by two (2) directors or one (1) director and the Secretary of the club."
- (f) **deleting** Rule 14 and the heading immediately preceding that Rule and in lieu thereof **inserting** the following new Rule 14:

"14. *Intentionally Deleted*".

(g) **deleting** Rule 15 and in lieu thereof **inserting** the following new Rule 15:

"15. *The club must maintain records and registers in accordance with the Act and the Clubs Act and where required by those Acts, the club must provide members with access to those records and registers*".

(h) **inserting** the following new Rule 19(b)(v):

"(v) *Honorary members*".

(i) **inserting** at the end of Rule 19(c)(i)(A) the words "*Subject to any restrictions contained in these Rules, a Standard member is entitled to all rights and privileges of membership of the club*".

(j) **deleting** Rule 19(c)(iii) and in lieu thereof **inserting** the following new Rule 19(c)(iii):

"(iii) **Temporary Members** - *The following persons in accordance with procedures established by the Board may be made Temporary members of the club:*

(A) *Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the club's premises as may be prescribed by the Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.*

(B) *A full member of any registered club which has objects similar to those of the club.*

(C) *A full member of any registered club who, at the invitation of the Board of the club, attends on any day at the premises of the club for the purpose of participating in an organised sport or competition to be conducted by the club on that day from the time on that day when he or she so attends the premises of the club until the end of that day.*

(D) *Any interstate or overseas visitor.*

*Temporary members shall be entitled to all the social privileges of the club and subject to Rule 103, to introduce guests into the club but shall not have the privilege of voting, holding office or taking part in the management of the club.*

*The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.*

*No person under the age of eighteen (18) years may be admitted as a temporary member of the club unless that person is a member of another registered club and satisfies the requirements of paragraph (c) of this Rule."*

(k) **inserting** at the end of Rule 19(c)(iv) the words:

*"Provisional members shall be entitled to all the social privileges of the club and to introduce guests into the club but shall not have the privilege of voting, holding office or taking part in the management of the club.*

*Should a person who is admitted as a Provisional member not be elected to membership of the club 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), that person shall cease to be a Provisional member of the club and the joining fee (if any) and subscription submitted with the nomination shall be returned to that person."*

(l) **inserting** the following new Rule 19(c)(v):

"(v) **Honorary Members** - *An Honorary Member shall mean any of the following persons who at the discretion of the Board is made an Honorary Member of the club:*

(A) *the patron or patrons for the time being;*

(B) *any prominent citizen visiting the club for some special occasion.*

*Honorary members who are Full members of the club shall be entitled to the rights and privileges of which they are a Full member. However, Honorary members who are not Full members of the club shall be entitled to all the social privileges of the club and to introduce guests into the club but shall not have the privilege of voting, holding office or taking part in the management of the club.*

(m) **deleting** Rule 21(c) to (k) inclusive and in lieu thereof **inserting** the following new Rules 21(c) to (l) inclusive:

"(c) *A person shall not be admitted as a Full member of the club (other than as a Life member) unless that person is elected to membership by a resolution of the Board of the club, or a duly appointed election committee of the club.*

(d) *The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the club.*

(e) *The Board or election committee may reject any application for membership without giving any reason.*

(f) *Every application for membership of the club must be proposed and seconded by eligible members and shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:*

(i) *the full name of the applicant; and*

(ii) *the residential address of the applicant;*

(iii) *the date of birth of the applicant;*

(iv) *the occupation of the applicant;*

(v) *a statement to the effect that the applicant agrees to be bound by the Rules and By-laws of the club;*

(vi) *the signature of the applicant and his or her proposer and seconder;*

(vii) *such other particulars as may be prescribed by the Board from time to time.*

- (g) Every form of application for membership shall be presented by the applicant to an authorised officer of the club together with the joining fee (if any) and the appropriate subscription evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (h) The authorised officer of the club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (i) A person whose application has been signed by an authorised officer of the club in accordance with Rule 20(h) and who has paid the club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- (j) The full name and address of each applicant for membership shall be placed on the club notice board and shall remain on the club notice board for not less than seven (7) days.
- (k) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the club.
- (l) The club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person."
- (n) **deleting** Rule 23(iii).
- (o) **deleting** Rules 25(d) and (e).
- (p) **deleting** Rule 27 and in lieu thereof **inserting** the following new Rule 27:  
 "27. Every member shall only hold one (1) share".
- (q) **deleting** Rules 28 to 31 inclusive and the headings preceding those Rules and in lieu thereof **inserting** the following new Rule 28 to 31 inclusive:  
 "28. Intentionally Deleted.  
 29. Intentionally Deleted.  
 30. Intentionally Deleted.  
 31. Intentionally Deleted."
- (r) **deleting** Rules 34 to 39 inclusive and the headings preceding those Rules and in lieu thereof **inserting** the following new Rules 34 to 39 inclusive:  
 "34. Intentionally Deleted.  
 35. Intentionally Deleted.  
 36. Intentionally Deleted.  
 37. Intentionally Deleted.  
 38. Intentionally Deleted.  
 39. Intentionally Deleted."
- (s) **deleting** Rule 42 and in lieu thereof **inserting** the following new Rule 42:  
 "42. A share cannot be transferred or sold".
- (t) **inserting** into Rule 43(f) the words "or Secretary independently of the Board" after the words "the Board"
- (u) **inserting** the following new Rule 44A:  
 "44A. (a) In addition to any powers under section 77 of the Liquor Act the Secretary, or subject to paragraph (b) of this Rule 44A, 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 any person including any member:  
 (i) who is then intoxicated, violent, quarrelsome or disorderly; or  
 (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the club;  
 (iii) whose presence on the premises of the club renders the club or the Secretary liable to a penalty under the Clubs Act; or the Liquor Act;  
 (iv) who hawks, peddles or sells any goods on the premises of the club;  
 (v) who uses, or has in his or her possession, while on the premises of the club any substance that the Secretary suspects of being a prohibited drug or plant;  
 (vi) who, within the meaning of the Smoke-Free Environment Act, smokes while on any part of the premises that is smoke-free;  
 (vii) whom the club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the club.  
 (b) If pursuant to paragraph (a) of this Rule 44A a person (including a member) has been refused admission to, or has been turned out of the premises of the club, the Secretary of the club or (subject to paragraph (c) of this Rule 44A) an employee of the club, may at any subsequent time, refuse to admit that person into the premises of the club or may turn the person out, or cause the person to be turned out of the premises of the club.

- (c) *Without limiting Rule 44A(b), if a person has been refused admission to or turned out of the club in accordance with Rule 44A(a)(i), 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) *Without limiting Rule 44A(b), if a person has been refused admission to or turned out of the club in accordance with Rule 44A(a)(i), the person must not:*
- (i) *remain in the vicinity of the club; or*
  - (ii) *re-enter the vicinity of the club within six (6) hours of being refused admission or being turned out.*
- (e) *Without limiting the provisions of section 77 of the Liquor Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:*
- (i) *in the absence of the Secretary from the premises of the club, the senior employee then on duty; and*
  - (ii) *any employee authorised by the Secretary to exercise such power."*
- (v) **deleting** Rule 45 and the heading preceding that Rule and in lieu thereof **inserting** the following new Rule 45:  
*"45. Intentionally Deleted".*
- (w) **deleting** Rule 47(d).
- (x) **deleting** from Rule 50(a) the words "2 months" and in lieu thereof **inserting** the words "sixty three (63) days".
- (y) **deleting** from Rule 50(b)(iv) the words "3 months" and in lieu thereof **inserting** the words "ninety one (91) days".
- (z) **inserting** the following new Rule 60(e):  
*"(e) 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 Clubs Act.*
- (aa) **inserting** the following new Rule 61(a)(iv):  
*"(iv) is not a financial member of the club".*
- (bb) **deleting** Rule 73 and in lieu thereof **inserting** the following new Rule 73:  
*"73. The office of director shall automatically be vacated if:*
- (a) *the director is disqualified for any reason referred to in section 181 of the Act.*
  - (b) *the director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.*
  - (c) *the director is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board.*
  - (d) *the director by notice in writing given to the Secretary resigns from office as a director.*
  - (e) *the director becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Clubs Act or the Liquor Act.*
  - (f) *the director ceases to be a member of the club.*
  - (g) *the director ceases to hold the qualification because of which the person was qualified to be a director.*
  - (h) *the director becomes an employee of the club.*
  - (i) *the director fails to complete the mandatory training requirements for directors referred to in Rule 59(e) within the prescribed period (unless exempted).*
  - (j) *if an administrator of the club's affairs is appointed under Part 4.1 of the Act.*
  - (k) *if the director is removed from office under section 180 of the Act."*
- (cc) **deleting** Rule 75 and the heading preceding that Rule and in lieu thereof **inserting** the following new Rule 75:  
*"75. Intentionally Deleted".*
- (dd) **deleting** Rules 82 to 86 inclusive and the headings preceding those Rules and in lieu thereof **inserting** the following new headings and Rules 82 to 86 inclusive:  
**"ACCOUNTS"**  
 82. *The Co-operative must prepare financial reports and statements in accordance with the Act, Regulations and these Rules.*
- BANKING**
83. *The Board shall cause to be opened a banking account or accounts in the name of the club into which all moneys received shall be paid as soon as possible after receipt. All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes and other negotiable instruments for and on behalf of the club shall be signed by two (2) of the Directors or by one (1) of the Directors and countersigned by the Secretary/Manager or other persons authorised by the Board.*
84. *Intentionally Deleted.*
85. *Intentionally Deleted.*
86. *Intentionally Deleted."*
- (ee) **deleting** Rule 91(a)(iv).
- (ff) **deleting** Rule 91(b) and in lieu thereof **inserting** the following new Rule 91(b):  
*"(b) Intentionally Deleted".*

(gg) **deleting** Rule 91(d) and in lieu thereof **inserting** the following new Rule 91(d):

*"(d) Intentionally Deleted".*

(hh) **inserting** the following new Rules 95 to 103 inclusive:

**"REGISTERED CLUBS ACCOUNTABILITY CODE**

95. (a) *The club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 96 to 102 inclusive.*
- (b) *For the purposes of Rules 96 to 102 inclusive the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Clubs Act and Regulations.*

**CONTRACTS WITH TOP EXECUTIVES**

- 96 (a) *The club must ensure that each top executive has entered into a written employment contract with the club dealing with:*
- (i) the top executive's terms of employment; and*
  - (ii) the roles and responsibilities of the top executive;*
  - (iii) the remuneration (including fees for service) of the top executive;*
  - (iv) the termination of the top executive's employment.*
- (b) *Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

**CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

97. *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. A "pecuniary interest" in a company for the purposes of this Rule does not include any interest exempted by the Clubs Act.*

**CONTRACTS WITH SECRETARY AND MANAGERS**

- 98 *Unless otherwise permitted by the 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**

- 99 *Notwithstanding anything contained in the Clubs Act, the club must not lend money to a director or an employee of the club.*

**RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 100 (a) *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.*
- (b) *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**

- 101 (a) *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:*
- (i) any material personal interest that the director has in a matter relating to the affairs of the club; and*
  - (ii) 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;*
  - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the club's premises;*
  - (iv) 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.*
- (b) *The club must keep a register in an approved form containing details of the disclosures made to the club in accordance with Rule 101(a).*

**PROVISION OF INFORMATION TO MEMBERS**

- 102 *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."*

## GUESTS OF MEMBERS

- 103 (a) Subject to Rule 103(b), all members shall have the privilege of introducing guests to the club.
- (b) A Temporary member may introduce a guest only in accordance with Rule 103(l)(iii).
- (c) Unless the guest is a minor, on each day a member first brings a guest into the club that member shall enter the particulars of the guest into the register of guests maintained in accordance with Rule 15.
- (d) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (e) No member shall introduce any person as a guest who has been expelled from the club, whose membership is then suspended or who is then refused admission to or being turned out of the club.
- (f) Members shall be responsible for the conduct of any guests they may introduce to the club.
- (g) The Board shall have power to make By-laws from time to time not inconsistent with these Rules or the Clubs Act regulating the terms and conditions on which guests may be admitted to the club.
- (h) No guest shall be supplied with liquor on the premises of the club except on the invitation of and in the company of a member.
- (i) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (j) A guest shall not remain on the premises of the club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (k) The Secretary or senior employee then on duty may refuse a guest of a member admission to the club or require a guest of a member to leave the premises of the club (or any part thereof) without giving any reason.
- (l) A Temporary member may bring into the non-restricted areas of the club premises as the guest of that Temporary member a minor:
- (i) who at all times while on the club premises remains in the company and immediate presence of that Temporary member; and
- (ii) who does not remain on the club premises any longer than that Temporary member;
- (ii) in relation to whom the member is a responsible adult.
- (m) For the purposes of Rule 103(l)(iii), "responsible adult" means an adult who is:
- (i) a parent, step-parent or guardian of the minor; or
- (ii) the minor's spouse or de facto partner;
- (iii) for the time being, standing in as the parent of the minor."

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### Notes to Members on the First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club's Rules to bring them into line with the requirements of the *Co-operatives (Adoption of National Law) Act*, *Gaming Machines Act*, *Liquor Act* and *Registered Clubs Act* and best practice for registered clubs.
2. **Paragraph (a)** amends the definition of the *Co-operatives (Adoption of National Law) Act*.
3. **Paragraph (b)** inserts appropriate definitions of the *Gaming Machines Act* and *Liquor Act*.
4. **Paragraph (c)** inserts a number of new "legislative compliance provisions" which reflect the requirements of the *Liquor Act*, *Gaming Machines Act* and *Registered Clubs Act*.
5. **Paragraph (d)** clarifies that it is an object of the Club to hold a club licence under the *Liquor Act*, gaming machine entitlements and gaming machines under the *Gaming Machines Act*.
6. **Paragraph (e)** clarifies that the Club may execute a document (without using the seal) if the document is signed by two (2) directors or one (1) director and the Secretary of the Club.
7. **Paragraph (f), (n), (o), (q), (r), (v), (w), (cc), (ee), (ff) and (gg)** delete rules which are not relevant to the Club and are therefore not required in the Club's Rules.
8. **Paragraph (g)** clarifies that the Club must maintain records and registers in accordance with the *Co-operatives (Adoption of National Law) Act* and *Registered Clubs Act* and where legally required, the Club must provide members with access to those records and registers.
9. **Paragraph (h)** inserts an appropriate reference to Honorary members.
10. **Paragraph (i)** clarifies that Standard members have full membership rights of the Club subject to any restrictions contained in the Rules.
11. **Paragraph (j)** amends existing provisions relating to Temporary members to bring the Rules into line with the *Registered Clubs Act*.
12. **Paragraph (k)** amends existing provisions relating to Provisional members to bring the Rules into line with the *Registered Clubs Act*.
13. **Paragraph (l)** inserts new provisions relating to Honorary members to bring the Rules into line with the *Registered Clubs Act*.
14. **Paragraph (m)** slightly amends existing provisions relating to admission to membership to bring the Rules into line with best practice.
15. **Paragraph (p)** clarifies that members only have one (1) share each in the Club.



16. **Paragraph (s)** clarifies that a share in the Club cannot be transferred or sold.
17. **Paragraph (t)** inserts an appropriate reference to the Secretary of the Club.
18. **Paragraph (u)** amends existing provisions relating to the removal of persons from the Club's premises to bring the Rules into line with the *Liquor Act*.
19. **Paragraph (x) and (y)** amend cross references to the *Co-operatives (Adoption of National Law) Act*.
20. **Paragraph (z)** clarifies that 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*.
21. **Paragraph (aa)** clarifies that an unfinancial member is not eligible to be nominated for or to be elected or appointed to the Board.
22. **Paragraph (bb)** amends existing provisions relating to vacancies on the Board to bring those provisions into line with the *Co-operatives (Adoption of National Law) Act*, *Liquor Act* and *Registered Clubs Act*.
23. **Paragraph (dd)** amends existing provisions relating to the Club's accounting, reporting and banking obligations to bring the Rules into line with the *Co-operatives (Adoption of National Law) Act*.
24. **Paragraph (hh)** inserts new provisions relating to guests of members to bring the Rules into line with the *Registered Clubs Act*. This paragraph also inserts new provisions relating to corporate governance and accountability to bring the Rules into line with the *Registered Clubs Act*.

#### **Effect of First Special Resolution**

25. If the First Special Resolution is passed, the Club's Rules will be up to date and reflect the requirements of the *Co-operatives (Adoption of National Law) Act*, *Gaming Machines Act*, *Liquor Act* and *Registered Clubs Act* and best practice for registered clubs.

#### **Reasons for First Special Resolution**

26. The Board proposes and recommends the amendments contained in the First Special Resolution so that the Club's Rules are up to date and reflect the requirements of the *Co-operatives (Adoption of National Law) Act*, *Gaming Machines Act*, *Liquor Act* and *Registered Clubs Act* and best practice for registered clubs.

### **SECOND SPECIAL RESOLUTION**

That the Rules of Weston District Workers' Co-operative Club be amended by **deleting** from Rules 63(a)(i), 63(a)(ii) and 63(c) the figure "\$15,000.00" and in lieu thereof **inserting** the figure "\$20,000.00".

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

1. The Club's Constitution currently contains a "spending cap" of a combined maximum amount of fifteen thousand dollars (\$15,000.00) per annum on the following directors expenses (**Directors Expenses**):
  - (a) the reasonable cost of a meal and beverage from each director before, during or immediately after a Board or Committee meeting on the day of that meeting; and
  - (b) reasonable expenses incurred by directors in travelling to and from Board meetings or other duly constituted committee meetings;
  - (c) reasonable expenses incurred by directors in relation to such other duties, including entertainment of special guests of the co-operative and other promotional activities performed by directors which activities and the expenses are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure;
  - (d) the provision of uniforms for directors;
  - (e) the Director's Annual Dinner, for directors and their spouses, including dinner and refreshments.
  - (f) reasonable cost of directors attending the Registered Clubs Association's Annual General Meeting;
  - (g) the reasonable cost of directors attending seminars, lectures, trade displays and other similar events;
  - (h) the reasonable cost of directors attending other registered clubs for the purposes of viewing and assessing their facilities and methods of operation.
2. The Second Special Resolution proposes to increase the "spending cap" on Directors Expenses from fifteen thousand dollars (\$15,000.00) per annum to twenty thousand dollars (\$20,000.00) per annum.

#### **Effect of Second Special Resolution**

3. If the Second Special Resolution is passed, the Club may spend a combined maximum amount of twenty thousand dollars (\$20,000.00) per annum on Directors Expenses.

#### **Reasons for Second Special Resolution**

4. The Board proposes and recommends the Second Special Resolution because:
  - (a) the current "spending cap" on Directors Expenses was introduced in 1997; and
  - (b) since 2018 the costs of the Directors Expenses have risen and the Club is close to spending fifteen thousand dollars (\$15,000.00) per annum on the Directors Expenses;
  - (c) increasing the "spending cap" to twenty thousand dollars (\$20,000.00) per annum will ensure the Club can continue to pay for the Directors Expenses without breaching the Club's Rules.

**Dated:**

**By direction of the Board**

**Sharon Whyburn - CEO**

**WESTON DISTRICT WORKERS' CO-OPERATIVE CLUB LIMITED**  
**ABN 65 053 198 599**  
**NOTICE OF SPECIAL RESOLUTIONS FOR ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that at the Annual General Meeting of **WESTON DISTRICT WORKERS' CO-OPERATIVE CLUB LIMITED** to be held on 10<sup>th</sup> November 2019 commencing at 10am at the premises of the Club, Government Road, Weston, New South Wales, the members will be asked to consider and if thought fit pass the Special Resolutions set out below:

**PROCEDURAL MATTERS**

1. The Special Resolutions should be read in conjunction with the Explanatory Notes which follow each Special Resolution.
2. The Explanatory Notes set out the reasons for and the effect of the Special Resolutions.
3. To be passed, a Special Resolution must receive votes in favour from not less than two thirds of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
4. Only Life members, financial Standard members and financial Senior members can vote on the Special Resolutions.
5. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
6. The Board of the Club recommends the Special Resolutions to members.
7. If a Special Resolution is passed, the amendments contained in the Special Resolution will not take effect until the amendments are registered with the Registry of Co-operatives.

**FIRST SPECIAL RESOLUTION**

That the Rules of Weston District Workers' Co-Operative Club Limited be amended by:

- (a) **inserting** at the end of Rule 1(xxxiv) the words "*as amended from time to time and includes the Co-operatives (Adoption of National Law) Act 2012*".
- (b) **inserting** the following new Rules 1(xlvii) and (xlviii):
  - (xlviii) "**Gaming Machines Act**" means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
  - (xlvii) "**Liquor Act**" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation."
- (c) **deleting** Rule 6(iv) to (vi) inclusive and in lieu thereof **inserting** the following new Rules
  - (iv) *Subject to the provisions of Section 10(6) and Section 10(6A) of the Clubs Act, a member of the club, whether or not he or she is a director or a member of any committee of the club shall not be entitled under the Rules of the club or otherwise to derive directly or indirectly any profit, benefit or advantage from the club that is not offered equally to every Full member of the club.*
  - (v) *Subject to the provisions of Section 10(7) of the Clubs Act, a person, other than the club or its members, shall not be entitled under the Rules of the club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the club of, or the fact that the club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the club because of the grant to the club of, or the fact that the club has applied for, such a licence.*
  - (vi) *A director shall not receive from the club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of an honorarium in accordance with the Clubs Act or the repayment of out of pocket expenses in accordance with the Clubs Act.*
  - (vii) *The Secretary or any employee, director or member of any committee of the club shall not be entitled under these Rules or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the club or the receipts of the club for any liquor supplied or disposed of by the club.*
  - (viii) *Subject to Section 73(2)(b) of the Gaming Machines Act, the club shall not share any receipts arising from the operation of an approved gaming machine kept by the club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.*
  - (ix) *Subject to Section 74(2) of the Gaming Machines Act, the club shall not grant any interest in an approved gaming machine kept by the club to any other person."*
- (d) **inserting** the following new Rule 10(ix):
  - (ix) *hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the club."*
- (e) **inserting** the following new Rule 13(e):
  - (e) *Notwithstanding the remaining provisions of this Rule 13, the club may execute a document without using the Seal if the document is signed by two (2) directors or one (1) director and the Secretary of the club.*
- (f) **deleting** Rule 14 and the heading immediately preceding that Rule and in lieu thereof **inserting** the following new Rule 14:

"14. *Intentionally Deleted*".

(g) **deleting** Rule 15 and in lieu thereof **inserting** the following new Rule 15:

"15. *The club must maintain records and registers in accordance with the Act and the Clubs Act and where required by those Acts, the club must provide members with access to those records and registers*".

(h) **inserting** the following new Rule 19(b)(v):

"(v) *Honorary members*".

(i) **inserting** at the end of Rule 19(c)(i)(A) the words "*Subject to any restrictions contained in these Rules, a Standard member is entitled to all rights and privileges of membership of the club*".

(j) **deleting** Rule 19(c)(iii) and in lieu thereof **inserting** the following new Rule 19(c)(iii):

"(iii) **Temporary Members** - *The following persons in accordance with procedures established by the Board may be made Temporary members of the club:*

(A) *Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the club's premises as may be prescribed by the Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.*

(B) *A full member of any registered club which has objects similar to those of the club.*

(C) *A full member of any registered club who, at the invitation of the Board of the club, attends on any day at the premises of the club for the purpose of participating in an organised sport or competition to be conducted by the club on that day from the time on that day when he or she so attends the premises of the club until the end of that day.*

(D) *Any interstate or overseas visitor.*

*Temporary members shall be entitled to all the social privileges of the club and subject to Rule 103, to introduce guests into the club but shall not have the privilege of voting, holding office or taking part in the management of the club.*

*The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.*

*No person under the age of eighteen (18) years may be admitted as a temporary member of the club unless that person is a member of another registered club and satisfies the requirements of paragraph (c) of this Rule."*

(k) **inserting** at the end of Rule 19(c)(iv) the words:

*"Provisional members shall be entitled to all the social privileges of the club and to introduce guests into the club but shall not have the privilege of voting, holding office or taking part in the management of the club.*

*Should a person who is admitted as a Provisional member not be elected to membership of the club 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), that person shall cease to be a Provisional member of the club and the joining fee (if any) and subscription submitted with the nomination shall be returned to that person."*

(l) **inserting** the following new Rule 19(c)(v):

"(v) **Honorary Members** - *An Honorary Member shall mean any of the following persons who at the discretion of the Board is made an Honorary Member of the club:*

(A) *the patron or patrons for the time being;*

(B) *any prominent citizen visiting the club for some special occasion.*

*Honorary members who are Full members of the club shall be entitled to the rights and privileges of which they are a Full member. However, Honorary members who are not Full members of the club shall be entitled to all the social privileges of the club and to introduce guests into the club but shall not have the privilege of voting, holding office or taking part in the management of the club.*

(m) **deleting** Rule 21(c) to (k) inclusive and in lieu thereof **inserting** the following new Rules 21(c) to (l) inclusive:

"(c) *A person shall not be admitted as a Full member of the club (other than as a Life member) unless that person is elected to membership by a resolution of the Board of the club, or a duly appointed election committee of the club.*

(d) *The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the club.*

(e) *The Board or election committee may reject any application for membership without giving any reason.*

(f) *Every application for membership of the club must be proposed and seconded by eligible members and shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:*

(i) *the full name of the applicant; and*

(ii) *the residential address of the applicant;*

(iii) *the date of birth of the applicant;*

(iv) *the occupation of the applicant;*

(v) *a statement to the effect that the applicant agrees to be bound by the Rules and By-laws of the club;*

(vi) *the signature of the applicant and his or her proposer and seconder;*

(vii) *such other particulars as may be prescribed by the Board from time to time.*

- (g) Every form of application for membership shall be presented by the applicant to an authorised officer of the club together with the joining fee (if any) and the appropriate subscription evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (h) The authorised officer of the club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (i) A person whose application has been signed by an authorised officer of the club in accordance with Rule 20(h) and who has paid the club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- (j) The full name and address of each applicant for membership shall be placed on the club notice board and shall remain on the club notice board for not less than seven (7) days.
- (k) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the club.
- (l) The club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person."
- (n) **deleting** Rule 23(iii).
- (o) **deleting** Rules 25(d) and (e).
- (p) **deleting** Rule 27 and in lieu thereof **inserting** the following new Rule 27:  
 "27. Every member shall only hold one (1) share".
- (q) **deleting** Rules 28 to 31 inclusive and the headings preceding those Rules and in lieu thereof **inserting** the following new Rule 28 to 31 inclusive:  
 "28. Intentionally Deleted.  
 29. Intentionally Deleted.  
 30. Intentionally Deleted.  
 31. Intentionally Deleted."
- (r) **deleting** Rules 34 to 39 inclusive and the headings preceding those Rules and in lieu thereof **inserting** the following new Rules 34 to 39 inclusive:  
 "34. Intentionally Deleted.  
 35. Intentionally Deleted.  
 36. Intentionally Deleted  
 37. Intentionally Deleted.  
 38. Intentionally Deleted.  
 39. Intentionally Deleted."
- (s) **deleting** Rule 42 and in lieu thereof **inserting** the following new Rule 42:  
 "42. A share cannot be transferred or sold".
- (t) **inserting** into Rule 43(f) the words "or Secretary independently of the Board" after the words "the Board"
- (u) **inserting** the following new Rule 44A:  
 "44A. (a) In addition to any powers under section 77 of the Liquor Act the Secretary, or subject to paragraph (b) of this Rule 44A, 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 any person including any member:  
 (i) who is then intoxicated, violent, quarrelsome or disorderly; or  
 (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the club;  
 (iii) whose presence on the premises of the club renders the club or the Secretary liable to a penalty under the Clubs Act; or the Liquor Act;  
 (iv) who hawks, peddles or sells any goods on the premises of the club;  
 (v) who uses, or has in his or her possession, while on the premises of the club any substance that the Secretary suspects of being a prohibited drug or plant;  
 (vi) who, within the meaning of the Smoke-Free Environment Act, smokes while on any part of the premises that is smoke-free;  
 (vii) whom the club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the club.  
 (b) If pursuant to paragraph (a) of this Rule 44A a person (including a member) has been refused admission to, or has been turned out of the premises of the club, the Secretary of the club or (subject to paragraph (c) of this Rule 44A) an employee of the club, may at any subsequent time, refuse to admit that person into the premises of the club or may turn the person out, or cause the person to be turned out of the premises of the club.

- (c) *Without limiting Rule 44A(b), if a person has been refused admission to or turned out of the club in accordance with Rule 44A(a)(i), 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) *Without limiting Rule 44A(b), if a person has been refused admission to or turned out of the club in accordance with Rule 44A(a)(i), the person must not:*
  - (i) *remain in the vicinity of the club; or*
  - (ii) *re-enter the vicinity of the club within six (6) hours of being refused admission or being turned out.*
- (e) *Without limiting the provisions of section 77 of the Liquor Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:*
  - (i) *in the absence of the Secretary from the premises of the club, the senior employee then on duty; and*
  - (ii) *any employee authorised by the Secretary to exercise such power."*
- (v) **deleting** Rule 45 and the heading preceding that Rule and in lieu thereof **inserting** the following new Rule 45:  
"45. *Intentionally Deleted*".
- (w) **deleting** Rule 47(d).
- (x) **deleting** from Rule 50(a) the words "2 months" and in lieu thereof **inserting** the words "sixty three (63) days".
- (y) **deleting** from Rule 50(b)(iv) the words "3 months" and in lieu thereof **inserting** the words "ninety one (91) days".
- (z) **inserting** the following new Rule 60(e):  
"(e) *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 Clubs Act.*
- (aa) **inserting** the following new Rule 61(a)(iv):  
"(iv) *is not a financial member of the club*".
- (bb) **deleting** Rule 73 and in lieu thereof **inserting** the following new Rule 73:  
"73. *The office of director shall automatically be vacated if:*
  - (a) *the director is disqualified for any reason referred to in section 181 of the Act.*
  - (b) *the director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.*
  - (c) *the director is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board.*
  - (d) *the director by notice in writing given to the Secretary resigns from office as a director.*
  - (e) *the director becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Clubs Act or the Liquor Act.*
  - (f) *the director ceases to be a member of the club.*
  - (g) *the director ceases to hold the qualification because of which the person was qualified to be a director.*
  - (h) *the director becomes an employee of the club.*
  - (i) *the director fails to complete the mandatory training requirements for directors referred to in Rule 59(e) within the prescribed period (unless exempted).*
  - (j) *if an administrator of the club's affairs is appointed under Part 4.1 of the Act.*
  - (k) *if the director is removed from office under section 180 of the Act."*
- (cc) **deleting** Rule 75 and the heading preceding that Rule and in lieu thereof **inserting** the following new Rule 75:  
"75. *Intentionally Deleted*".
- (dd) **deleting** Rules 82 to 86 inclusive and the headings preceding those Rules and in lieu thereof **inserting** the following new headings and Rules 82 to 86 inclusive:  
**"ACCOUNTS**  
82. *The Co-operative must prepare financial reports and statements in accordance with the Act, Regulations and these Rules.*  
**BANKING**  
83. *The Board shall cause to be opened a banking account or accounts in the name of the club into which all moneys received shall be paid as soon as possible after receipt. All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes and other negotiable instruments for and on behalf of the club shall be signed by two (2) of the Directors or by one (1) of the Directors and countersigned by the Secretary/Manager or other persons authorised by the Board.*  
84. *Intentionally Deleted.*  
85. *Intentionally Deleted.*  
86. *Intentionally Deleted."*
- (ee) **deleting** Rule 91(a)(iv).
- (ff) **deleting** Rule 91(b) and in lieu thereof **inserting** the following new Rule 91(b):  
"(b) *Intentionally Deleted*".

(gg) **deleting** Rule 91(d) and in lieu thereof **inserting** the following new Rule 91(d):

*"(d) Intentionally Deleted".*

(hh) **inserting** the following new Rules 95 to 103 inclusive:

**"REGISTERED CLUBS ACCOUNTABILITY CODE**

95. (a) *The club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 96 to 102 inclusive.*

(b) *For the purposes of Rules 96 to 102 inclusive the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Clubs Act and Regulations.*

**CONTRACTS WITH TOP EXECUTIVES**

96 (a) *The club must ensure that each top executive has entered into a written employment contract with the club dealing with:*

(i) *the top executive's terms of employment; and*

(ii) *the roles and responsibilities of the top executive;*

(iii) *the remuneration (including fees for service) of the top executive;*

(iv) *the termination of the top executive's employment.*

(b) *Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

**CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

97. *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. A "pecuniary interest" in a company for the purposes of this Rule does not include any interest exempted by the Clubs Act.*

**CONTRACTS WITH SECRETARY AND MANAGERS**

98 *Unless otherwise permitted by the 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**

99 *Notwithstanding anything contained in the Clubs Act, the club must not lend money to a director or an employee of the club.*

**RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

100 (a) *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.*

(b) *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**

101 (a) *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:*

(i) *any material personal interest that the director has in a matter relating to the affairs of the club; and*

(ii) *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;*

(iii) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the club's premises;*

(iv) *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.*

(b) *The club must keep a register in an approved form containing details of the disclosures made to the club in accordance with Rule 101(a).*

**PROVISION OF INFORMATION TO MEMBERS**

102 *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."*

## GUESTS OF MEMBERS

- 103 (a) Subject to Rule 103(b), all members shall have the privilege of introducing guests to the club.
- (b) A Temporary member may introduce a guest only in accordance with Rule 103(l)(iii).
- (c) Unless the guest is a minor, on each day a member first brings a guest into the club that member shall enter the particulars of the guest into the register of guests maintained in accordance with Rule 15.
- (d) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (e) No member shall introduce any person as a guest who has been expelled from the club, whose membership is then suspended or who is then refused admission to or being turned out of the club.
- (f) Members shall be responsible for the conduct of any guests they may introduce to the club.
- (g) The Board shall have power to make By-laws from time to time not inconsistent with these Rules or the Clubs Act regulating the terms and conditions on which guests may be admitted to the club.
- (h) No guest shall be supplied with liquor on the premises of the club except on the invitation of and in the company of a member.
- (i) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (j) A guest shall not remain on the premises of the club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (k) The Secretary or senior employee then on duty may refuse a guest of a member admission to the club or require a guest of a member to leave the premises of the club (or any part thereof) without giving any reason.
- (l) A Temporary member may bring into the non-restricted areas of the club premises as the guest of that Temporary member a minor:
- (i) who at all times while on the club premises remains in the company and immediate presence of that Temporary member; and
  - (ii) who does not remain on the club premises any longer than that Temporary member;
  - (ii) in relation to whom the member is a responsible adult.
- (m) For the purposes of Rule 103(l)(iii), "responsible adult" means an adult who is:
- (i) a parent, step-parent or guardian of the minor; or
  - (ii) the minor's spouse or de facto partner;
  - (iii) for the time being, standing in as the parent of the minor."

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### Notes to Members on the First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club's Rules to bring them into line with the requirements of the *Co-operatives (Adoption of National Law) Act*, *Gaming Machines Act*, *Liquor Act* and *Registered Clubs Act* and best practice for registered clubs.
2. **Paragraph (a)** amends the definition of the *Co-operatives (Adoption of National Law) Act*.
3. **Paragraph (b)** inserts appropriate definitions of the *Gaming Machines Act* and *Liquor Act*.
4. **Paragraph (c)** inserts a number of new "legislative compliance provisions" which reflect the requirements of the *Liquor Act*, *Gaming Machines Act* and *Registered Clubs Act*.
5. **Paragraph (d)** clarifies that it is an object of the Club to hold a club licence under the *Liquor Act*, gaming machine entitlements and gaming machines under the *Gaming Machines Act*.
6. **Paragraph (e)** clarifies that the Club may execute a document (without using the seal) if the document is signed by two (2) directors or one (1) director and the Secretary of the Club.
7. **Paragraph (f), (n), (o), (q), (r), (v), (w), (cc), (ee), (ff) and (gg)** delete rules which are not relevant to the Club and are therefore not required in the Club's Rules.
8. **Paragraph (g)** clarifies that the Club must maintain records and registers in accordance with the *Co-operatives (Adoption of National Law) Act* and *Registered Clubs Act* and where legally required, the Club must provide members with access to those records and registers.
9. **Paragraph (h)** inserts an appropriate reference to Honorary members.
10. **Paragraph (i)** clarifies that Standard members have full membership rights of the Club subject to any restrictions contained in the Rules.
11. **Paragraph (j)** amends existing provisions relating to Temporary members to bring the Rules into line with the *Registered Clubs Act*.
12. **Paragraph (k)** amends existing provisions relating to Provisional members to bring the Rules into line with the *Registered Clubs Act*.
13. **Paragraph (l)** inserts new provisions relating to Honorary members to bring the Rules into line with the *Registered Clubs Act*.
14. **Paragraph (m)** slightly amends existing provisions relating to admission to membership to bring the Rules into line with best practice.
15. **Paragraph (p)** clarifies that members only have one (1) share each in the Club.

16. **Paragraph (s)** clarifies that a share in the Club cannot be transferred or sold.
17. **Paragraph (t)** inserts an appropriate reference to the Secretary of the Club.
18. **Paragraph (u)** amends existing provisions relating to the removal of persons from the Club's premises to bring the Rules into line with the *Liquor Act*.
19. **Paragraph (x) and (y)** amend cross references to the *Co-operatives (Adoption of National Law) Act*.
20. **Paragraph (z)** clarifies that 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*.
21. **Paragraph (aa)** clarifies that an unfinancial member is not eligible to be nominated for or to be elected or appointed to the Board.
22. **Paragraph (bb)** amends existing provisions relating to vacancies on the Board to bring those provisions into line with the *Co-operatives (Adoption of National Law) Act*, *Liquor Act* and *Registered Clubs Act*.
23. **Paragraph (dd)** amends existing provisions relating to the Club's accounting, reporting and banking obligations to bring the Rules into line with the *Co-operatives (Adoption of National Law) Act*.
24. **Paragraph (hh)** inserts new provisions relating to guests of members to bring the Rules into line with the *Registered Clubs Act*. This paragraph also inserts new provisions relating to corporate governance and accountability to bring the Rules into line with the *Registered Clubs Act*.

#### **Effect of First Special Resolution**

25. If the First Special Resolution is passed, the Club's Rules will be up to date and reflect the requirements of the *Co-operatives (Adoption of National Law) Act*, *Gaming Machines Act*, *Liquor Act* and *Registered Clubs Act* and best practice for registered clubs.

#### **Reasons for First Special Resolution**

26. The Board proposes and recommends the amendments contained in the First Special Resolution so that the Club's Rules are up to date and reflect the requirements of the *Co-operatives (Adoption of National Law) Act*, *Gaming Machines Act*, *Liquor Act* and *Registered Clubs Act* and best practice for registered clubs.

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### **SECOND SPECIAL RESOLUTION**

That the Rules of Weston District Workers' Co-operative Club be amended by **deleting** from Rules 63(a)(i), 63(a)(ii) and 63(c) the figure "\$15,000.00" and in lieu thereof **inserting** the figure "\$20,000.00".

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

1. The Club's Constitution currently contains a "spending cap" of a combined maximum amount of fifteen thousand dollars (\$15,000.00) per annum on the following directors expenses (**Directors Expenses**):
  - (a) the reasonable cost of a meal and beverage from each director before, during or immediately after a Board or Committee meeting on the day of that meeting; and
  - (b) reasonable expenses incurred by directors in travelling to and from Board meetings or other duly constituted committee meetings;
  - (c) reasonable expenses incurred by directors in relation to such other duties, including entertainment of special guests of the co-operative and other promotional activities performed by directors which activities and the expenses are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure;
  - (d) the provision of uniforms for directors;
  - (e) the Director's Annual Dinner, for directors and their spouses, including dinner and refreshments.
  - (f) reasonable cost of directors attending the Registered Clubs Association's Annual General Meeting;
  - (g) the reasonable cost of directors attending seminars, lectures, trade displays and other similar events;
  - (h) the reasonable cost of directors attending other registered clubs for the purposes of viewing and assessing their facilities and methods of operation.
2. The Second Special Resolution proposes to increase the "spending cap" on Directors Expenses from fifteen thousand dollars (\$15,000.00) per annum to twenty thousand dollars (\$20,000.00) per annum.

#### **Effect of Second Special Resolution**

3. If the Second Special Resolution is passed, the Club may spend a combined maximum amount of twenty thousand dollars (\$20,000.00) per annum on Directors Expenses.

#### **Reasons for Second Special Resolution**

4. The Board proposes and recommends the Second Special Resolution because:
  - (a) the current "spending cap" on Directors Expenses was introduced in 1997; and
  - (b) since 2018 the costs of the Directors Expenses have risen and the Club is close to spending fifteen thousand dollars (\$15,000.00) per annum on the Directors Expenses;
  - (c) increasing the "spending cap" to twenty thousand dollars (\$20,000.00) per annum will ensure the Club can continue to pay for the Directors Expenses without breaching the Club's Rules.

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Dated:

By direction of the Board

Sharon Whyburn - CEO