

Proposed **SPECIAL RESOLUTION** to change the constitution at the 2019 AGM



Explanatory Message to Members regarding the proposed Special Resolution

The Board of the Club instructed Eastern Commercial Lawyers to review the Club's current Constitution having regard to the significant changes to the law over recent years. Eastern Commercial Lawyers is a law firm specialising in licensed club law.

Eastern Commercial Lawyers reviewed the current Constitution and recommended a significant number of amendments in order to reflect the requirements of the Corporations Act 2001, Registered Clubs Act 1976, Gaming Machines Act 2001 and the Liquor Act 2007 and industry best practice and standards.

Eastern Commercial Lawyers recommended the adoption of a new 'Constitution'. The new Constitution addresses various updates to the law over the last few years and seeks to reflect what is generally regarded as industry best practice.

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Please Note:

A copy of the Club's existing Memorandum and Articles of Association as amended on 5 October 2011 are available for review at the Club's Reception desk and on the Club's website www.clubarham.com.au.

The Board acknowledges that there are probably specific matters in the proposed Constitution which will be of interest to members, but rather than trying to anticipate all of these matters, the Board invites members to peruse the proposed Constitution and accompanying material and if you have questions or concerns, direct those to the Chief Executive Officer of the Club for consideration prior to the meeting.

General Notes to Members for special resolutions

1. In accordance with the Club's Articles of Association, only Life Members, and financial Ordinary members and Pensioner members (except employees of the Club) are entitled to vote on the Special Resolution.
2. To be passed, the Special Resolution must receive at least three quarters (75%) of the votes in favour from those members who being eligible to do so, vote in person at the meeting.
3. As a result of the provisions of the Corporations Act 2001, the Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. Please direct any question or concerns about the Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.
5. Members of the Club, who are employees of the Club, cannot vote on the Special Resolution.
6. Proxy Votes are not allowed under the Registered Clubs Act 1972.
7. The Board recommends the Special Resolution to the members.



Barham Services Club PO Box 199, 6-8 Niemur Street, Barham NSW 2732 T (03) 5453 2159 F (03) 5453 3005

E info@clubarham.com.au

Barham Golf & Sports T (03) 5453 2772 F (03) 5453 3128 Pro Shop T (03) 5453 2971

E proshop@clubarham.com.au

Barham Golf Resort T (03) 5453 2971 F (03) 5453 3128 E gcmanger@clubarham.com.au

cluBarham Motel T (03) 5453 2900 F (03) 5453 1055 E motel@clubarham.com.au