



## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the sixty fifth Annual General Meeting of Illawarra Catholic Club Limited (ABN 68 000 361 660) will be held at Club Central Hurstville premises, 2 Crofts Avenue, Hurstville on Wednesday 5 November 2025 at 7:00pm.

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### BUSINESS

1. To formally verify the minutes of the sixty fourth Annual General Meeting held on Tuesday 12 November 2024.
  2. To receive and consider the Report of the Board of Directors.
  3. To receive and consider the Statements of Financial Performance and Financial Position as at 30 June 2025, and supporting Financial Statements for the year then ended, together with the Auditor's Report therein.
  4. To consider and, if thought fit, pass the Ordinary Resolutions (set out below) conferring benefits on Directors and the Special Resolution (set out below) to amend the Club's Constitution.
  5. To declare the elected Directors for the ensuing three years in accordance with the Triennial System referred to in Rule 70 of the Club's Constitution.
  6. To transact any other business which may be transacted pursuant to the Club's Constitution.
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### FIRST ORDINARY RESOLUTION

Pursuant to the Registered Clubs Act 1976:

- a) That the members hereby approve expenditure by the club in a sum not exceeding \$200,000 for the period preceding the 2026 Annual General Meeting for the following expenses, subject to approval by the Board of Directors:
    - i. Sponsorship of Intra-Clubs; Annual Community Partners' Dinner; Presentations to members or other persons acknowledging service deemed by the Directors as being of benefit to the Club.
    - ii. Reasonable expenses incurred by Directors in travelling to and from Directors or other duly constituted committee meetings, either within the Club or elsewhere, as approved by the Board on production of documentary evidence of such expenditure.
    - iii. The cost of a meal and beverage for each Director at a reasonable time before or after a Board or Committee meeting, on the day of that meeting.
    - iv. Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties, including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
  - b) The members acknowledge that the benefits in (a) above are not available to members generally, but only for those who are Directors of the Club and those members directly involved in the above activities, (expenditure for the year ended 30 June 2025 amounted to \$108,133)
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## SECOND ORDINARY RESOLUTION

Pursuant to the Registered Clubs Act 1976:

- a) That the members hereby approve expenditure by the Club in a sum not exceeding \$200,000 for the professional development and education of Directors preceding the 2026 Annual General Meeting, including:
- i. The reasonable cost of Directors attending at the Clubs NSW meetings and seminars.
  - ii. The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
  - iii. The reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board from time to time.
  - iv. The reasonable cost of Directors attending other Clubs for observing their facilities and methods of operation.
  - v. Attendance at functions with partners where appropriate and required, to represent the Club.
- b) The approval by the members of the following honoraria being conferred for the period up to the next AGM of the Club:
- President \$20,400
  - Vice President \$12,400
  - Directors \$10,300
- such amounts being increased by the Consumer Price Index All Groups Sydney percentage to the quarter ending June each year and calculated to the nearest \$100.
- c) The members acknowledge that the benefits in (a) and (b) above are not available to members generally, but only for those who are Directors of the Club, (expenditure for the year ended 30 June 2025 amounted to \$86,651).

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## SPECIAL RESOLUTION

That the Constitution of Illawarra Catholic Club Limited be amended by:

- (a) **inserting** the following new Rule 2(d):
- “(d) 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) **inserting** the following definitions into Rule 3:
- “AML/CTF Act” means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation*
- “Liquor or Gaming Policy” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation”.*
- (c) **inserting** the following new Rule 8A:
- “8A. A person will be deemed to be present at a meeting and form part of the quorum at a meeting if they attend the meeting in person or by electronic means”.*
- (d) **inserting** at the end of Rule 9(l) the words *“subject to the requirements of the Liquor Act and the Registered Clubs Act”.*
- (e) **inserting** the following new Rule 16(g):
- “(g) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce its obligations under the AML/CTF Act any Liquor or Gaming*

*Policy, which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rules 56 to 61 inclusive and the principles of procedural fairness and natural justice shall not apply to the exercise of such power”.*

- (f) **inserting** the following new Rule 17(c):  
“(c) *on any board resolutions”.*
- (g) **deleting** from Rule 35(a) the words “*at least 5 kilometres from the Club’s premises or such greater distance*” and **inserting** the words “*not less than such minimum distance from the Club’s premises*”.
- (h) **inserting** at the end of Rule 37(d) the words “*unless that person is a member of another registered club and satisfies the requirements of Rule 35(c).*”
- (i) **deleting** from Rule 38(b) the words “*within 6 weeks from the date of depositing the Membership Application Form at the Office or should that person’s application for membership be rejected (whichever is the earlier)*”.
- (j) **deleting** Rule 39 to 43 inclusive and **inserting** the following new Rules 39 to 43 inclusive:
  - “39. *A person applying for membership of the Club (**the applicant**) must complete a membership application form and submit it to the Club.*
  - 40. *Without limiting the powers of the Board, the Board will determine:*
    - (a) *the form and particulars of the application form; and*
    - (b) *how the application form is to be submitted (that is, in person and/or electronically);*
    - (c) *if the initial joining fee and subscription (if any) must be paid when submitting their application form;*
    - (d) *in the case of electronic applications, if the applicant must attend the Club’s premises to have their identity verified before their membership application can be considered by the Board or election committee.*
  - 41. *After the membership application form has been submitted, the full name of the applicant must be displayed on the Club’s noticeboard for at least seven (7) days.*
  - 42. *All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.*
  - 42A. *An applicant can only be admitted to membership if:*
    - (a) *they satisfy the eligibility requirements for the relevant category of membership; and*
    - (b) *at least fourteen (14) days have passed since the applicant applied for membership;*
    - (c) *Rule 41 has been complied with; and*
    - (d) *the Board or election committee resolves to admit the applicant to membership.*
  - 42B. *If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.*
  - 43. *Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club (if any) within seven (7) days of being admitted to membership of the Club.*
- (k) **inserting** at the end of Rule 56(b)(i) the words “*The notice shall also state the date, time and place of the meeting of the Board at which the charge is to be heard (noting that the disciplinary hearing can be held in person at the Club’s premises or remotely using technology)*”.

- (l) **inserting** into Rule 64(a)(iii) the words “*or may render*” after the word “*renders*”.
- (m) **inserting** into Rule 64(a)(vii) the words “*by law*” after the words “*club licence*”.
- (n) **deleting** Rule 65(a) and **inserting** the following new Rule 65(a):
- “(a) *A member may at any time, with immediate effect, resign from his or her membership of the Club by giving notice in writing to the Club or by returning his or her membership card to the Club and clearly indicating to the officer that he or she resigns from membership*”.
- (o) **inserting** the following new Rule 66(k):
- “(k) *No member shall introduce any person as a guest who has been expelled from the Club, who is currently under suspension from the Club or who has been refused admission to or been turned out of the Club*”.
- (p) **inserting** the following new Rule 69(c):
- “(c) *A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board*”.
- (q) **inserting** at the end of Rule 79(i) the words “*subject to the requirements of the Liquor Act and Registered Clubs Act*”.
- (r) **deleting** from Rule 91 the words “*calendar month*” and **inserting** the words “*quarter*”.
- (s) **inserting** the following new Rules 96A and 96B:
- “96A. *A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.*
- 96B. *In addition to Rule 96A, 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*”.
- (t) **deleting** Rules 97 to 107 inclusive and the headings preceding those rules and **inserting** the following new headings and Rules 97 to 107 inclusive:
- “DIRECTORS DUTIES**
97. *Directors must comply with all of their legal duties as directors, including those duties set out in the Act, Gaming Machines Act, Liquor Act and Registered Clubs Act.*
- MATERIAL PERSONAL INTERESTS**
98. *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 99.*
99. *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.*
100. *A director may disclose a material personal interest in the form of a standing notice to the other directors with ongoing effect in accordance with the Act.*

## **REGISTERED CLUBS ACCOUNTABILITY CODE**

101. *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).*

### **MEETINGS AND VOTING**

102. *In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):*

- (a) *distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means;*
- (b) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending; and*
- (c) *allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.*

103. *If there is any inconsistency between Rule 102 and any other provision of this Constitution, Rule 102 shall prevail to the extent of that inconsistency.*

104. *Intentionally Deleted.*

105. *Intentionally Deleted.*

106. *Intentionally Deleted.*

107. *Intentionally Deleted”.*

(u) **inserting** at the end of Rule 109(h) the words “*or any other relevant law*”.

(v) **inserting** the following new Rule 109(n) and (o):

“(n) *was not eligible to stand for or be elected or appointed to the Board;*

(o) *does not have or ceases to have a Director Identification Number (unless exempted from doing so)”.*

(w) **inserting** the following new Rule 114(d) to (g) inclusive:

“(d) *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.*

(e) *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.*

(f) *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*

(g) *If permitted by the Act, the Club may hold hybrid and 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.”*

(x) **deleting** Rule 133 to 137 inclusive and **inserting** the following new Rule 133 to 137A inclusive:

“133. *Without limiting the provisions of the Act, a notice may be given by the Club to any member either:*

(a) *personally; or*

(b) *by sending it to the residential or postal of the member;*

- (c) *by sending it to the email address of the meeting*
  - (d) *by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.*
134. *The Club shall determine the manner in which notices are to be given to members (unless it is legally required to give a notice to members in a specific manner).*
135. *Where a notice is: personally given to a member in accordance with Rule 133(a), it is deemed to be received on the day the member is given the notice.*
136. *Where a notice is sent to a member in accordance with Rule 133(b)0, it is deemed to be received by the members on the day following that on which the notice was sent;*
137. *Where a notice is sent to a member in accordance with Rule 133(c), it is deemed to be received by the members on the day following that on which the notice was sent;*
- 137A. *Where a notice is sent to a member in accordance with Rule 133(d), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice”.*
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## **NOTES TO MEMBERS**

1. Members are reminded that they will need to present their membership card for inspection to gain admission to the Annual General Meeting. All members will be entitled to receive a voting card, which will identify them and allow them to vote as permitted by the Constitution of the Club, and the Registered Clubs Act 1976.
2. In accordance with Rule 30(a) of the Club's Constitution, all Life members and Ordinary members are entitled to vote on the Ordinary Resolutions and the Special Resolution.
3. To be passed, each Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
4. To be passed, the Special Resolutions must receive votes in its favour from not less than seventy five percent (75%) of those members who being eligible to do so, vote in person at the meeting.
5. Because of the provisions of the Corporations Act 2001, the Ordinary Resolutions and Special Resolution must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
6. The Registered Clubs Act prohibits an employee from voting at any meeting of the Club.
7. Members should read the proposed resolutions and the Explanatory Notes to Members which explain the nature and effect of each resolution.
8. Please direct any questions or concerns about the Ordinary Resolutions to the Chief Executive Officer of the Club, if possible before the meeting.
9. Proxy votes are not permitted under the Registered Clubs Act 1976.
10. Questions in relation to the Financial Report must be in writing and in the hands of the Chief Executive Officer no later than 5:00pm on Monday 3 November 2025. This requirement is necessary to enable accurate and factual answers to be researched and prepared for members' information prior to the Annual General Meeting.

**CHRIS WHITE (Interim CEO)  
CHIEF EXECUTIVE OFFICER**

**Date: 31 AUGUST 2025**

## **EXPLANATORY NOTES TO MEMBERS**

(To be read in conjunction with the Ordinary Resolutions and Special Resolution set out in the Notice of Annual General Meeting).

## GENERAL COMMENTS FOR ORDINARY RESOLUTIONS

1. Section 10(1)(i) and (j) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit or advantage to any member unless it is offered equally to all members of the Club.
2. Section 10(6) provides an exception to section 10(1)(i) and (j) where the benefit comprises an honorarium conferred on Directors of the Club and the honorarium is approved by an ordinary resolution of the members of the Club in general meeting prior to being provided.
3. Section 10(6A)(b) of the Registered Clubs Act 1976 allows a member to receive a benefit if the benefit conferred is not in the form of money (ie is in the form of meals, drinks, travel etc) and those benefits are approved by an ordinary resolution of the members of the Club in general meeting prior to the benefit being provided.

## FIRST ORDINARY RESOLUTION

1. The First Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6A)(b) of the Registered Clubs Act 1976, expenditure not exceeding \$200,000 by the Club in relation to the conferral of non-monetary benefits on Directors and specific members as specified in the resolution.
2. The adoption of this Ordinary Resolution by members will confirm and set an upper limit on the amount to be expended.

## SECOND ORDINARY RESOLUTION

1. The Second Ordinary Resolution is to have the members in general meeting approve, expenditure not exceeding \$200,000 by the Club in accordance with:
  - section 10(6A)(b) of the Registered Clubs Act 1976, for the professional development and education of Directors as well as ensuring that Directors keep up-to-date with current Club Industry development and that the Club is represented by selected Directors at the various meetings of Associations of which the Club is a member; and
  - section 10(6)(b) of the Registered Clubs Act 1976, the conferral of an amount of money (ie honorarium) on the President, Vice President and Directors of the Board in recognition of their services as members of the Board in the amount specified.
2. The adoption of this Resolution by members will confirm and set an upper limit on the amount to be expended.

## SPECIAL RESOLUTION

1. The Special Resolutions proposes a series of amendments to the Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act.
2. **Paragraph (a)** clarifies that members must comply with the Constitution and by-laws of the Club.
3. **Paragraph (b)** amends the definitions used in the Constitution.
4. **Paragraph (c)** clarifies that a person will count towards the quorum of a meeting if they attend the meeting in person or by electronic means. This is consistent with the Corporations Act and Registered Clubs Act.
5. **Paragraphs (d) and (q)** insert appropriate references to the Liquor Act and Registered Clubs Act.
6. **Paragraph (e)** clarifies that the Club can implement and enforce anti money laundering, liquor and gaming policies.
7. **Paragraph (f)** clarifies that proxy voting on board resolutions is not permitted. This reflects the Registered Clubs Act.
8. **Paragraphs (g) to (i) inclusive** amend existing provisions relating to Temporary members and Provisional members to bring them into line with the Registered Clubs Act.
9. **Paragraph (j)** amends existing provisions relating to applications for membership so that people can apply for membership electronically and/or in person at the Club.

10. **Paragraph (k)** clarifies that a notice of disciplinary charge must set out the date, time and location of the disciplinary hearing. This paragraph also clarifies that disciplinary hearings can take place in person or by electronic means.
11. **Paragraphs (l) and (m)** amend existing provisions relating to the removal of persons from the Club's premises to bring them into line with the Liquor Act.
12. **Paragraph (n)** clarifies that members can resign from membership of the Club by giving written notice to the Club or by returning their membership card.
13. **Paragraph (o)** amends existing provisions relating to guests of members to bring them into line with the Registered Clubs Act.
14. **Paragraph (p)** provides that a member cannot hold office on the Board unless they hold a Director Identification Number. This is a requirement of the Corporations Act.
15. **Paragraphs (r) and (s)** amend existing provisions relating to board meetings to bring them into line with the Corporations Act and Registered Clubs Act.
16. **Paragraph (t)** amends existing provisions relating to corporate governance to bring them into line with the Corporations Act and Registered Clubs Act.
17. **Paragraphs (u) and (v)** amend existing provisions relating to circumstances where casual vacancies arise on the Board to bring them into line with the Corporations Act and best practice.
18. **Paragraph (w)** amends existing provisions relating to general meetings (including Annual General Meetings) to bring them into line with the Corporations Act.
19. **Paragraph (x)** amends existing provisions relating to notices to members to bring them into line with the Corporations Act.

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**ANNUAL FINANCIAL REPORT, DIRECTOR'S REPORT AND AUDITOR'S REPORT** Consistent with Part 2M.3 of the Corporations Act 2001 the annual financial report, the directors' report and the auditor's report are available for inspection on the Club's website at [www.clubcentralhurstville.com.au](http://www.clubcentralhurstville.com.au) and [www.clubcentralmenai.com.au](http://www.clubcentralmenai.com.au)

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#### **ELECTION OF DIRECTORS**

Nominations for the offices of Director of Illawarra Catholic Club Limited must be in the hands of the Secretary no later than 5pm on Monday 20 October 2025 as previously notified on Club Notice boards, in the Leader Newspaper and in the Club brochure.

Group 3 of the Triennial system (three positions) will be up for election this year.

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#### **VOTING**

In the event of a ballot being necessary, the ballot shall be conducted at the Club Central Hurstville, Club Central Menai and Georges River Sailing Club premises, between the hours of 10:00am and 6:00pm on the following dates:

Wednesday	29 October 2025
Thursday	30 October 2025
Friday	31 October 2025
Monday	3 November 2025
Tuesday	4 November 2025

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