

**THE ILLAWARRA MASTER BUILDERS CLUB LTD**  
**ACN 001 029 492**

**ANNUAL GENERAL MEETING 2025**

**NOTICE** is hereby given of a General Meeting of **THE ILLAWARRA MASTER BUILDERS' CLUB LIMITED** to be held on **Sunday 26 October 2025** commencing at **9.30am**. (The Club will open at 9.00am only for those attending the **AGM**) at the premises of the Club, Church Street, Wollongong, New South Wales

**Agenda**

1. Confirmation of quorum.
2. Apologies.
3. Minutes of previous annual meeting to be received.
4. Business arising from minutes.
5. President's report.
6. To receive and consider the directors' report, financial statements and Auditors report for the financial year ended 30 June 2025.
7. Election of Officers
8. To consider and if thought fit, pass the Ordinary Resolution contained in this Notice.
9. To consider and if thought fit, pass the two Special Resolutions contained in this Notice to amend the Club's Articles of Association.
10. General Business

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**NOTICE OF ORDINARY RESOLUTION**

Pursuant to the Registered Clubs Act the members hereby approve the following payments and benefits and agree that these payments and benefits are not available to members generally but only to those who are elected as members of the Committee of The Club and the other persons referred to below:

- (a) The payment of the sum of \$10000 to the Chairman of the Committee and the sum of \$2000 to each of the other members of the Committee elected at the Annual General Meeting held on 27 October 2024
- (b) The reasonable expenses incurred by members of the Committee for travelling in relation to their duties as members of the Committee and as approved by the Committee from time to time provided such expenses are supported by the production of invoices, receipts or other documentary evidence of such expenditure.
- (c) The reasonable cost of members of the Committee attending the Annual General Meeting and Trade Conference of Clubs NSW, other industry associations and other seminars, lectures, trade displays and other similar events as may be determined by the Committee from time to time.
- (d) The reasonable cost of members of the Committee attending other registered Clubs for the purpose of viewing and assessing the facilities of those clubs and methods of operation, provided such attendances are approved by the Committee as being necessary in the interests of the Club.
- (e) The provision of a suitably inscribed Club blazer and uniform for each member of the Committee.
- (f) The provision of a car park space in the Club's car park for each member of the Committee.
- (g) The reasonable cost of a meal and refreshments for each member of the Committee immediately before, during or immediately after a Committee meeting.
- (h) The reasonable costs of each member of the Committee and their spouse/partner attending Dinners and other Club or Industry Functions where appropriate and required to represent the Club.
- (i) The reasonable costs of each Honorary Life Member and member of the Committee and their spouse/partner attending an Annual Dinner at the Club.

## NOTICE OF SPECIAL RESOLUTIONS

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### **FIRST SPECIAL RESOLUTION**

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

That the Constitution of Illawarra Master Builders Club Ltd be amended by:

- (a) **deleting** from the definition of “Officers” in Article 1 the words “Vice Presidents, Honorary Treasurer,” and **inserting** the words “the Vice President”.
- (b) **deleting** Articles 23(b) and 23(c) and inserting the following:
  - “(b) *As and from the conclusion of the Annual General Meeting of the Club held in 2026, and for the purposes of the election of the committee to be held in that year, the Committee shall consist of the president, Vice President, and four (4) ordinary directors.*
  - (c) *Directors holding office as Junior Vice President and the Honorary Treasurer shall, as from the conclusion of the Annal General Meeting held in 2025, hold office as ordinary directors.”*
- (c) **deleting** from Article 24 the words “a Vice President” and **inserting** the words “the Vice President.”
- (d) **deleting** from Article 24 the words “no Vice President” and **inserting** the words “the Vice President”.
- (e) **deleting** from Article 28(a) the words “The President, Senior Vice President, Junior Vice President, Honorary Treasurer, and ordinary members of the Committee” and in their place **inserting** the words “The directors”.
- (f) **deleting** the first sentence of Rule 28(b) and in its place **inserting** the words “The offices of the President, Vice President and two other members of the Committee shall be held by members of the Club who are or have been Master Builder members of the Master Builders Association of New South Wales.”
- (g) **deleting** from Articles 28(g), and 28(h) the words “for any particular office” and in their place **inserting** the words “for the positions to be elected that year in accordance with the Triennial Rule set out in Rule 28(a)”.
- (h) **renumbering** Article 28(k) as 28(l) and **inserting** a new Article 28(k):

*“As soon as practicable after each annual general meeting, the directors then holding office shall meet to elect from among their number the President and Vice President, who, subject to this Constitution, would then hold office until the next meeting of directors held pursuant to this Article in the following year.”*
- (i) **deleting** from renumbered Article 28(k) the words “both Vice Presidents and Treasurer” and **inserting** the words “the Vice President, and two (2) other directors who satisfy the condition in Article 28(b) of being or have been a member of the Master Builders Association of New South Wales. If there be more than two (2) other directors who are or have been a member of the Master Builders Association of New South Wales, all directors who satisfy that requirement shall elect from their number two (2) such directors to be part of the Executive.”
- (j) **deleting** from Article 46 the words “a Vice President” and **inserting** the words “the Vice President”.
- (k) **deleting** from Article 46 the words “no Vice President” and **inserting** the words “the Vice President”.

## Notes to Members on First Special Resolution

1. The First Special Resolution proposes to make two changes to the structure of the Board and the method of election.
2. First, the First Special Resolution proposes to change the composition of the Board. Currently, the Board consists of a President, a Senior Vice President, a Junior Vice President, an Honorary Treasurer and two ordinary directors. Of these directors, the President, Senior Vice President, Junior Vice President and Honorary Treasurer must be, or formerly have been, members of the Master Builders Association of New South Wales.
3. If the First Special Resolution is passed, the Board will consist of a President, Vice President and four (4) ordinary directors. Two of the four ordinary directors will still have to be members or former members of the Master Builders Association of New South Wales. However, the positions and structure of the Board will be amended as set out above.
4. The Board is proposing this change so that the Club's governance structure reflects up to date arrangements in relation to board structure and corporate governance. All directors have responsibility for the management, business, affairs, and financial status of the Club.
5. Previously, this Club, along with many other clubs, had specific officers to reflect the fact that committees and boards were more involved in day to day operations of a registered club. Nowadays, boards are not engaged in day to day operations but have the overall responsibility for the Club. For example, functions previously performed by a "Honorary Treasurer" are now performed by the Club's management staff, external accountants and verified in accordance with the Corporations Act and accounting standards by the Club's auditor.
6. The second change is to amend the method of electing the particular specific positions on the Board, which moving forward, if the Special Resolution is passed, will be the positions of President and Vice President.
7. The Board is elected under the Triennial Rule contained in Schedule 3 of the Registered Clubs Act, where each year, a third of the Board is elected to hold office for a three (3) year term.
8. Currently, members directly elect the officeholders referred to in note 1 above. This means that members, for example, directly elect the President and a person so elected as President holds office for three (3) years, subject to the Constitution and the Corporations Act.
9. The First Special Resolution proposes a change in this method of electing the specific officeholders so that:
  - (a) the members elect a third of the Board each year directors; and
  - (b) the directors who are elected hold office for three (3) years under the Triennial Rule as is currently the case; and
  - (c) after each Annual General Meeting, the directors who are then holding office will meet to select from among their number directors to hold the offices of President and Vice President for the next 12 months.
10. The Board is proposing this method of electing the specific officeholders, sometimes referred to as the collegiate method of election, so that after each Annual General Meeting, the directors could look around the table and see who has the best skill set to serve in a particular role for the next twelve (12) months.

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## **SECOND SPECIAL RESOLUTION**

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

That the Constitution of Illawarra Master Builders Club Ltd be amended by:

- (a) **inserting** the following words at the end of Rule 2.

*“A reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form.”*

- (b) **deleting** Rules 15(b) and (c) and inserting the following new Rule:

*Any person whose ordinary place of residence is in New South Wales and is more than such minimum distance, if any, from the premises of the Club as determined by the Board.*

- (c) **deleting** Articles 59 to 64 and **inserting** the following new Articles:

*“59 A notice may be given by the Club to any member either:*

- (a) personally; or*
- (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) by sending it by any electronic means;*
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) by any other method permitted by the Corporations Act.*

*60 Where a notice is given personally, it is taken to have been received on the date of service.*

*61 Where a notice is sent by post to a member in accordance with Rule 44.1 the notice shall be deemed to have been received by the member on the day following that on which the notice was posted.*

*62 Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*

*63. Where a member is notified of a notice in accordance with Rule 59.1(d), the notice is taken to have been received on the day following that on which the notification was sent.*

*64 A member who does not provide an email address or mobile phone number to allow for notices to be sent electronically is deemed to have consented to receiving notices of general meetings by the Club publishing a copy of the notice on the website”*

- (d) **inserting** the following new Rule 70(g):

*Notwithstanding any other provision of this Constitution, and having regard to the objects of the Liquor Act and the Gaming Machines Act, the Anti Money Laundering Counter Terrorism Funding Act, Board has power to*

- (a) implement house polices in connection with those laws;*

- (b) *include in those policies measures to assist in the objects and enforcement of those laws;*
  - (c) *take steps to enforce those policies; and*
  - (d) *without limiting the generality of Rule 70(c), include in those policies provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 20, and the principles of natural justice and procedural fairness, shall not apply to any such decision."*
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## Notes to Members on Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act, to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
  2. **Paragraph (a)** clarifies that a reference to notification in writing to members includes electronic notification.
  3. **Paragraph (b)** will amend the Rules in relation to Temporary membership. In 2024, the Registered Clubs Act was amended to remove reference to what was called the "5 kilometre rule", which provided that Temporary membership was only available to persons who lived outside of a 5 kilometre radius from the Club's premises. The effect of that amendment is that persons who live within that radius
  4. **Paragraph(c)** amends the Constitution in relation to sending notices of meetings and other notices to members to make greater use of technology and reflect current provisions of the Corporations Act.
  5. **Paragraph (d)** includes a new rule to reflect the fact that the Club has to have policies for key legislative requirements and include in those policies rules to enforce them, including exclusion from the premises outside of the Club's disciplinary rules.
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## Procedural matters

1. Amendments to each of the Special Resolutions will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of a Special Resolution.
  2. To be passed, each Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
  3. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
  4. The Board of the Club recommends that members vote in favour of each of the Special Resolutions as they will keep the Club's Constitution current with relevant legislation affecting clubs.
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