
EXPLANATORY MEMORANDUM FOR SPECIAL RESOLUTION TO AMEND CONSTITUTION AT ANNUAL GENERAL MEETING 9 NOVEMBER 2025

This memorandum is issued to members to assist in understanding the Special Resolution containing proposed amendments to the Constitution of the Club.

The Board of Directors determined that the existing Constitution required revision to ensure that it was current and appropriate for the continued good corporate governance of the Club.

This review has been undertaken by the Chief Executive Officer with John McEwan, Solicitor of Heard McEwan Lawyers, who has provided legal services to the Club for many decades.

This explanatory memorandum highlights the main features of the changes and reformatting to be introduced to the Constitution by Special Resolution of the Members at the Annual General Meeting.

A full copy of the revised Constitution is available to all members on request being made to the Chief Executive Officer or may be viewed on the Club website.

There have been very few substantive changes to the underlying principles of the existing Constitution and those changes are detailed below, together with a brief explanation.

- Clause 26A is added, giving the Board the right to resolve to discontinue its membership with the Shellharbour Liquor Accord should the Board decide at some future time that the Accord is no longer appropriate for the Club.
- Clause 33 is amended by deleting "paragraph 32 above" and inserting "this Constitution" so the provision properly refers to the overall Constitution.
- Clause 38(d) is deleted as it refers to **visitors** – with the removal of the 5 km rule, this is no longer relevant.
- Clauses 47, 48, 49, 50, and 51 are deleted as references to **visitors** are no longer relevant with removal of the 5 km rule.
- Clause 54 (now 49) is amended by changing the date for membership fees to be paid from 1 August to 1 September in any year.
- Clause 58 (previously 63), subclause (d)(ii) – change the reference to 58(c) to be consistent with renumbering of clauses.
- Clause 59 (previously 64), (i) – change "my" to "may" – typographical error.
- Clause 81 (formerly 86) – quorum changed from 50 to 30 members.

The Board of Directors commend to the Members the adoption of the revised and amended Constitution as set out in the Special Resolution in the Notice of Meeting.



Chief Executive Officer
25 August 2025