

## AGA Club Germania Limited Constitution

	Initial proposal	AGA Club Board Response	Kells Response
<b>Articles of Association</b>			
2.2	<p>To be changed to reflect that the Club has more than 650 members.</p> <p>Under the current clause the board is entitled to increase (or decrease) the number of members. This clause could be removed in its entirety, with the Registered Clubs act proposing a minimum number of members (but not a maximum).</p>	Leave this clause	See clause 6.1.2
5	<p>Consider an amendment to allow for directors to hold office for 3 years, but with on third retiring (and being eligible for election), creating a balance between continuity and board refreshment. The Registered Clubs Act allows for annual, 2 yearly or 3 yearly terms.</p>	Leave clause as is	Retained clause
5.2	<p>To be amended as is not presently done.</p> <p>However we note that section 30(2)(a) of the Registered Clubs Act automatically imposes on obligation to display in a conspicuous place at the Club's premises the names and addresses of persons proposed for election as members at least 1 week before their election, regardless of what is in your constitution.</p>	Amend to include name and address	<p>Amended to ensure compliance with the Registered Clubs Act.</p> <p>As this is a requirement under the Act, the Club should ensure this is done.</p>
5.3	<p>To be deleted as not presently done.</p> <p>However we note that section 30(2)(b) of the Registered Clubs Act automatically imposes this</p>	Delete clause	<p>Amended to ensure compliance with the Registered Clubs Act.</p> <p>As this is a requirement under the Act,</p>

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	provision regardless of what is in your constitution.		the Club should ensure this is done.
10	<p>You had previously requested that a procedure be inserted for removal of life members.</p> <p>However clause 15 already provides for disciplinary action for 'Members.' A 'Member' is defined in the constitution as including a 'Full Member' and 'Full Member' is defined as including a 'Life Member'.</p> <p>If any change is required to the existing clause, please let us know.</p>	OK as is	Under clause 15.1 the board has the power to reprimand, suspend or expel any member, which includes life members.
18.1	To be amended as this procedure is not adhered to. However section 30(2)(k) of the Registered Clubs Act requires the register of guests to record the name in full, the address of the guest, the date and the signature of the member, regardless of what is in your constitution.	Amend as necessary to comply with the RCA	Retained under clause 13, as required by the Registered Clubs Act. As this is a requirement under the Act, the Club should ensure that this is done.
18.2	To be deleted. Section 30(2) of the Registered Clubs Act provides that 'liquor must not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club...'	Delete clause	Retained under section 5.1 'Restrictions on liquor sales' as it is a deemed rule under the Registered Clubs Act.
18.3	You had previously requested that this be deleted. The definition of 'guest' in the Registered Clubs Act already requires this. A similar definition of 'guest' could be included in your constitution, as	Include definition of guest per RCA then delete clause 18.3	Included definition of guest. Retained clause 18.3, as it is a requirement of the Registered Clubs Act under the definition of guest.

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	this term is not currently defined and should be.		
18.4	You had previously requested that this be deleted. It would be reasonable to retain this right, but subject to applicable discrimination laws.	Retain as is	Retained this right, under section 16, which gives the right to remove any person, whether a guest or member.
22	We understand that the constitution was amended in 2004 to provide for 8 directors, but there are currently 9 directors.  This means that the company is in breach of the constitution. We suggest that there be an amendment to provide for a maximum board size of 9 directors. Section 10(kl) of the Registered Clubs Act prescribes a maximum of 9 directors.  We note that you wish to also remove the positions of Secretary, Assistant Secretary and Assistant Treasurer from the board. The Secretary is usually appointed by the board and is often an employee.	Change to 9 directors.          Delete these positions	Amended as proposed to include 9 directors, and remove other positions from the board under section 18.  Clause 37 sets out the appointment of the company secretary by the board. The club must have a company secretary as this is required under the Corporations Act.
26.2	To be amended to insert after 'President' ', Vice president, Treasurer or', so that directors are elected by the members in those positions, reflecting the current practice.	Amend as proposed	Amended as proposed, under clause 18
28	To be amended to make the clause gender neutral, and any other similar clauses to also be amended.	Amended as proposed	Amended as proposed, with gender neutral terms used throughout
37	To be amended to insert after 'executive', 'consisting of the President, Vice President and	Amend as proposed	See clause 21

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	Treasurer shall' so that the executive consists of those 3 positions only, reflecting current practice.		
38	To be amended to change the quorum from 4 to 3.	Amend as proposed	Amended as proposed, under section 22.2.3 (note that this is only 1/3 of the board and is a relatively low number).
65	To be amended to include 'Duty Manager.'	There is no requirement for this position	No amendments made, as per your instructions
<b>Memorandum of Association</b>			
2	Remove reference to registered office. We understand that 132 Crown Street Wollongong is currently not the registered office. Modern constitutions do not usually prescribe this.	Delete clause	Removed reference to registered office. This is not usually included in constitutions.
3	Consider whether the current objects are still relevant to the company	3 (r) include electronic media 3 (t) amend to comply with current legislation 3 (x) amend to comply with current legislation 3 (y) Is this necessary? If not, delete.	These are contained at schedule 1.  Amended s 3 (r),(t) and (x) per your instructions.  3(y) is not a requirement to be met by clubs under s 10 of the Registered Clubs Act, so has been deleted.  We have proposed deleting objects 3(a), and (b) and modifying (e).

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7	<p>Consider revising the winding up clause, which provides that on winding up the surplus must be given to a 'registered charitable institution', which will not be another registered club. This terminology is not commonly used.</p> <p>It also should be clarified that the determination by the members is by ordinary resolution, and should also provide for a backup (determined by the Supreme Court) in the event that the members don't determine.</p>	<p>Include the words "within the Illawarra area"</p> <p>Include, "to be determined by ordinary resolution by the members"</p>	<p>'Illawarra' does not have defined parameters. We have proposed LGAs of Wollongong and Shellharbour, and you may want to consider LGAs of Kiama and Shoalhaven.</p> <p>We have proposed a double decision – a resolution by members and a further resolution by the ordinary and life members.</p> <p>Under section 17.4, broadened the clause to include winding up surplus can be given to any 'institution'.</p>