



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that at the Annual General Meeting (AGM) of Randwick Labor Club Limited (ACN 000 353 417) (Club) will be held at the premises of the Avenue Randwick, 2 The Avenue, Randwick New South Wales 2031 on Sunday 15 March 2026 at 12:00 midday.

### Agenda.

1. Apologies.
2. Confirmation of Minutes of previous Annual General Meeting.
3. Confirmation of Minutes of the General Meeting on 21<sup>st</sup> September 2025.
4. To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31<sup>st</sup> October 2025.
5. To consider, and if thought fit, pass each of the four Ordinary Resolutions relating to benefits conferred on Directors of the Club and others.
6. To consider, and if thought fit, pass a Special Resolution to amend the Constitution of the Club.
7. Election of Returning and Deputy Returning Officers and declaration of the Election of Directors.
8. Appointment of Auditor.
9. Election of Life Members.
10. General Business.

**Tom Tuan**  
**Acting Company Secretary**

### NOTES TO MEMBERS

The Club's Annual Report for 2025, containing the Financial Report, Directors' Report and Auditor's Report may be viewed on the Club's website. Copies may also be obtained upon request by telephoning (02) 9399 4100 or email [enquire@rlclub.com.au](mailto:enquire@rlclub.com.au)

Members are requested to direct any questions or issues about the business to be conducted at the Annual General Meeting (including any questions on the Financial Report) to the Acting Chief Executive Officer at least 7 days before the AGM.

Only Life Members and Financial Club Members are entitled to attend and vote at the Annual General Meeting.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

### **FIRST ORDINARY RESOLUTION**

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

That, pursuant to section 10(6A)(b) of the Registered Clubs Act, the members hereby approve expenditure by the Club in a sum not exceeding \$40,000 until the next Annual General Meeting of the Club for the following expenses, provided such expenses are also approved by a current Resolution by the Board of Directors.

- (a) The cost of providing food and beverage to members of intra-clubs by way of sponsorship of those intra-clubs in appropriate circumstances as determined by the Board of Directors;
- (b) The cost of making presentations (other than in the form of cash, cheque or other form of remuneration) to selected members and other persons to acknowledge the services of those members or other persons which, in the opinion of the Directors, were of particular benefit to the Club as a whole.

### **SECOND ORDINARY RESOLUTION**

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

That, pursuant to section 10(6A)(b) of the Registered Clubs Act the members hereby approve expenditure by the Club in a sum not exceeding \$30,000 until the next Annual General Meeting for the following expenses provided those expenses are the subject of a current resolution of the Board and are supported by production to the Club of appropriate prime accounting records such as receipts, vouchers, invoices, etc.

- (a) The reasonable travel expenses incurred by Directors in the course of carrying out their duties as approved by the Board from time to time;
- (b) The reasonable cost for a meal and beverages for each Director (and where appropriate, the Director's partner) who attends a Board or committee meeting or carries out other duties when that meeting or those other duties correspond with a normal mealtime;
- (c) The reasonable cost incurred by Directors either within the Club or outside the Club in relation to their duties to the Club as approved by the Board;
- (d) The reasonable cost of food and beverages incurred by Directors entertaining guests of the Club in the Club's dining areas as approved by the Board;
- (e) The reasonable costs incurred by Directors in relation to entertaining special guests of the Club outside the premises of the Club as approved by the Board;



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155  
✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144  
✉ enquiries@theavenuerandwick.com.au

- (f) The reasonable costs of Directors with their spouses or partners attending functions to represent the Club as approved by the Board.

### **THIRD ORDINARY RESOLUTION**

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

That, pursuant to section 10(6A)(b) of the Registered Clubs Act the members hereby approve expenditure by the Club in a sum not exceeding \$35,000 for the following forms or professional development and education until the next Annual General Meeting of the Club provided that individual items of expenditure are approved by a current resolution of the Board of Directors:

- (a) The reasonable cost of Directors participation at meeting and conferences conducted by ClubsNSW including the AGM and trade show;
- (b) The reasonable cost of Directors attending meeting of other organizations or bodies which the Club is associated and/or affiliated;
- (c) The reasonable costs 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;
- (d) The reasonable costs of Directors attending other clubs for the purpose of observing the facilities and methods of operation.

### **FOURTH ORDINARY RESOLUTION**

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

That, pursuant to section 10(6)(b) of the Registered Clubs Act the members hereby approve the payment of the following honorariums:

- (a) to the President the amount of \$20,000;
- (b) to each other Director the amount of \$5,000:

in respect of the services to the Club until the next Annual General Meeting

### **Notes to Members on Ordinary Resolutions**

1. Section 10(1)(i) and (j) of the Registered Clubs Act 1976 prohibit the Club from offering a benefit or advantage to any member unless it is offered equally to all members of the Club.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

2. Section 10(6) provides an exception to sections 10(1)(i) and (j) where the benefit comprises an honorarium conferred on Directors of the Club.
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, car parking spaces 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.
4. The First and Second Ordinary Resolutions are to have the members in general meeting approve, in accordance with section 10(6A)(b) of the Registered Clubs Act 1976, reasonable expenditure by the Club in relation to the conferral of non-monetary benefits on Directors and specific members as specified in the resolution.
5. The Third Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6A)(b) of the Registered Clubs Act 1976 non-monetary benefits including the reasonable expenditure by the Club for the Directors to attend seminars, lectures, trade displays, and other similar events, including the registered club industry's peak industry association (ClubsNSW) Annual General Meeting, and to visit other clubs, to enable the Club's Board to keep abreast of current trends and developments which have a significant bearing on the nature and the way in which the Club conducts its business.
6. The Fourth Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6)(b) of the Registered Clubs Act 1976, the conferral of an amount of money (ie honorarium) on the President and Directors of the Board in recognition of their services as members of the Board.

### **SPECIAL RESOLUTION**

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

That the Constitution of Randwick Labor Club Limited be amended by:

- (a) **inserting** the following new Rule 2.4 and renumbering the remainder of the Rule accordingly:

2.4 *The Constitution and By-laws of the Club have effect as a contract between:*

(a) *the Club and each member; and*

(b) *the Club and each director;*

(c) *each member and each other member,*



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

*under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.*

(b) **inserting** the following new definitions into Rule 3.1 in alphabetical order:

***“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.*

***“Executive Committee”** means the President, Senior Vice President and Junior Vice President of the Board.*

***“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 Rules 16(g) to (i):

(g) *Under the AML/CTF Act the Club:*

(i) *is a reporting entity;*

(ii) *provides a designated service to its members and patrons;*

(iii) *may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and*

(iv) *may be required to undertake “enhanced due diligence” of certain members and patrons, in certain circumstances.*

(h) *In Rule 9.7 “enhanced due diligence” means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron’s transactions within the Club.*

(i) *Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:*

(i) *its obligations under the AML/CTF Act; and*



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155  
✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144  
✉ enquiries@theavenuerandwick.com.au

(ii) *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 43 and 44 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.*

- (d) **deleting** from Rule 12.2 the words “*within six (6) weeks from the date of the application form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner)*”.
- (e) **deleting** from Rule 14.1(a) the words “*as may be prescribed by the Registered Clubs Act or such other greater distance*”.
- (f) **deleting** Rule 14.5 and **inserting** instead the following new Rule 14.5:
- (g) *14.5 The Secretary or senior employee then on duty may at any time refuse a Temporary member admission to the Club, remove a Temporary member from the premises of the Club at any time and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.*
- (h) **deleting** Rules 15.4 and 15.5 and inserting instead the following new Rule 15.4 and 15.5:
- (i) *15.4 Every application for Full membership of the Club (which shall be a proposal for Full membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe (which may include electronically) and shall contain the following particulars:*
- (j) (a) *the full name of the applicant;*
- (k) (b) *the residential address of the applicant;*
- (l) (c) *the date of birth of the applicant;*
- (m) (d) *the email address of the applicant;*
- (n) (e) *the telephone number of the applicant;*
- (o) (f) *a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;*



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155  
✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144  
✉ enquiries@theavenuerandwick.com.au

- (p) (g) *the signature of the applicant;*
- (q) (h) *if the application is for Club membership, the names, membership numbers and signature of the proposer and seconder of the membership application who must both be Club members; and*
- (r) (i) *such other particulars as may be prescribed by the Board from time to time.*
- (s) 15.5 *Every application for Full membership shall be accompanied by:*
  - (t) (a) *the joining fee (if any) and the appropriate subscription (if any); and*
  - (u) (b) *evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.*
- (v) **inserting** after Rule 20.1 the following new Rule 20.1A:
  - 20.1A *Any use of social media or other electronic communication by a member or their guest that is or can be construed by the Club as:*
    - (a) *negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club; or*
    - (b) *impinging or intruding upon the privacy of any employees, officers, members or guests of the Club, will be conduct unbecoming a member of the Club.*
- (w) Deleting Rules 20.2(a), (b) and (c) and inserting instead the following new Rules 20.1(a), (b) and (c):
  - (x) (a) *A member shall be notified of:*
    - (y) (i) *any charge against the member pursuant to Rule 20.1;*
    - (z) (ii) *the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member; and*





## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

- (nn) **inserting** the following new Rule 32.2(a) and renumbering the remainder of the Rule accordingly:
- (oo) (a) *delegate any of its powers to directors, employees, committees, sub clubs or any combination thereof;*
- (pp) **inserting** after Rule 32.9 the following new Rule 32.9A:
- (qq) 32.9A *The Board will have the power to dissolve committees or remove committee members from office.*
- (rr) **inserting** the following new Rule 32.10(f):
- (ss) (f) *dissolve Sub clubs or remove committee members from office of Sub Clubs.*
- (tt) **inserting** after Rule 32.16 the following new Rule 32.16A:
- (uu) 32.16A *All assets in the possession and control of a Sub Club (including cash reserves) are owned by the Club.*
- (vv) **inserting** the following new Rule 32.18(i) and renumbering the remainder of the Rule accordingly:
- (ww) (i) *the use of social media and other forms of electronic communication relating to the Club by members and guests of members;*
- (xx) **inserting** the following new Rule 33 and renumbering the remainder of the Constitution accordingly:
- (yy) **33. MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE**
- (zz) 33.1 *The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.*
- (aaa) 33.2 *A quorum for a meeting of the Executive Committee shall be two (2) members.*
- (bbb) 33.3 *All decisions of the Executive Committee shall be recorded in minutes signed by the President and provided to the next meeting of the Board for noting or endorsement.*
- (ccc) 33.4 *The President shall preside at meetings of the Executive Committee, or in the President's absence, the Vice President shall preside.*



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

(ddd) 33.5 *The purpose of the Executive Committee is to:*

(eee) (a) *facilitate the efficient management of the Club's affairs between meetings of the Board;*

(fff) (b) *assist the President in ensuring that resolutions of the Board are implemented;*

(ggg) (c) *act in urgent situations where it is impracticable to convene a meeting of the full Board; and*

(hhh) (d) *provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.*

(iii) 33.6 *Subject to Rule 33.7, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.*

(jjj) 33.7 *The Executive Committee shall not:*

(kkk) (a) *authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;*

(lll) (b) *appoint or terminate the Chief Executive Officer;*

(mmm) (c) *make or amend Club policy;*

(nnn) (d) *admit, suspend or expel any member unless the delegated such power in accordance with Rule 21; or*

(ooo) (e) *take any action that is inconsistent with a resolution or policy of the Board.*

(ppp) 33.8 *In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board.*

(qqq) **deleting** existing Rules 33.8 and 33.9 and inserting instead the following new Rules 33.8 and 33.9:



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

(rrr) 33.8 *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. In addition to this, 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.*

(sss) 33.9 *A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.*

(ttt) **deleting** existing Rules 34, 35 and 36 and inserting instead the following new Rules 34 and 35:

(uuu) **34. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

(vvv) 34.1 *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:*

(www) (a) *declare the nature of the interest at a meeting of the Board; and*

(xxx) (b) *comply with Rule 35.6.*

(yyy) 34.2 *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:*

(zzz) (a) *must not vote on the matter; and*

(aaaa) (b) *must not be present while the matter is being considered at the meeting.*

(bbbb) 34.3 *If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 35.1:*



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155  
✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144  
✉ enquiries@theavenuerandwick.com.au

(cccc) (a) *the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and*

(dddd) (b) *the Board may remove or have removed, the director from the Board meeting while the matter is being considered.*

(eeee) **35 REGISTERED CLUBS ACCOUNTABILITY CODE**

(ffff) 35.1 *The Club (including the Board and all top executives) must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).*

(gggg) **deleting** from Rule 38.1(f) the words *"given to the Secretary"*.

(hhhh) **inserting** the following new Rule 38.1(i) and renumbering the remainder of the Rule accordingly:

(iiii) (i) *is found guilty of a disciplinary charge and suspended from membership of the Club for a period of three (3) months or more.*

(jjjj) **inserting** the following new Rules 39.19 and 39.20:

39.19 (a) *Despite Rules 39.15 to 39.18, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).*

(b) *A person appointed under Rule 39.19(a) who is not a member of the Club is not entitled to vote at the general meeting.*

39.20 *The Chairman:*

(a) *is responsible for the conduct of the general meeting; and*

(kkkk) (b) *shall determine the procedures to be adopted and followed at the general meeting;*

(c) *may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.*



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

(III)

(mmmm) **deleting** Rule 46 and inserting instead the following new Rule 46:

### **46 NOTICES**

46.1. *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;*

(nnnn) (c) *by sending the notice to the electronic address of the member; or*

(d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

(oooo) 46.2. *Where a notice is sent to a member in accordance with Rule 46.1(b) the notice is deemed to have been received by the members:*

(pppp) (a) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*

(qqqq) (b) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*

(rrrr) 46.3 *Where a notice is sent to a member in accordance with Rules 111(c) the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*

(ssss) **inserting** the following new Rule 49.2:

49.2 *For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.*

(tttt) **Inserting** the following new Rule 50:



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

### (uuuu) 50. MEETINGS AND VOTING

(vvvv) 50.1 *In accordance with section 30C(3) of the Act, the Club, the Board or a committee of the Club may (but it is not required to):*

(www) (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; and/or*

(xxxx) (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;*

(yyyy) (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.*

(zzzz) 50.2 *If there is any inconsistency between Rule 50.1 and any other provision of this Constitution, Rule 50.1 shall prevail to the extent of that inconsistency.*

(aaaa) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution

---

### Notes to Members on Special Resolution

1. If passed, the Special Resolution proposes a series of amendments to the Club's 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 are bound by and must comply with the Constitution, By-laws and any other applicable determinations, resolutions, and policies of the Club and that the Club's Constitution constitutes a contract between the Club and its members
3. Paragraph (b) amends and inserts new definitions into the Constitution.
4. Paragraph (c) is necessary to ensure that the Club can effectively comply with its legal obligations under the **Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (AML/CTF Act)** and related regulatory frameworks.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155  
✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144  
✉ enquiries@theavenuerandwick.com.au

5. As a registered club, the Club is considered a **“reporting entity”** under the AML/CTF Act, as it provides certain designated services such as gaming and financial transactions to members and patrons. Under this legislation, the Club is subject to strict regulatory obligations, including the need to:
  - **Verify the identity** of members and patrons engaging in relevant transactions;
  - **Conduct “enhanced due diligence”** in higher-risk situations, such as large or unusual transactions;
  - **Monitor and report suspicious activities** to AUSTRAC (Australian Transaction Reports and Analysis Centre);
  - **Implement and enforce internal compliance procedures**, including restrictions on access to the Club’s premises.
6. The proposed amendment:
  - Clarifies the Club’s **status and responsibilities** under the AML/CTF framework;
  - Provides **transparency and certainty** to members and patrons that the Club may need to request additional personal information or undertake enhanced due diligence in certain cases;
  - Confirms the Club’s power to **take appropriate action**, including restricting access to the premises, to comply with AML/CTF and relevant Liquor or Gaming policies;
  - Ensures the Club can act **swiftly and lawfully**, where necessary, without being constrained by other provisions of the Constitution (e.g. disciplinary processes under Rule 21), which may not be appropriate or practical in such regulatory contexts.
7. These amendments are both **protective and proactive**. They safeguard the Club from regulatory risk and potential penalties, while reinforcing the Club’s commitment to responsible conduct and compliance with national and state laws.
8. Paragraph (d) relates to Provisional membership including removing the six week time limit on a person’s application for Provisional membership.
9. Paragraph (e) amends the Temporary member requirements to reflect changes to the Registered Club Act.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

10. Paragraph (f) relates to changes to Temporary membership rights to bring the Constitution into line with the Registered Clubs Act.
11. Paragraph (g) amends existing provisions relating to applications for membership of the Club to bring the Constitution into line with best practice including allowing for electronic applications for membership and to reflect the requirements of the RCA.
12. Paragraphs (h), (k) and (p) are intended to address the growing use and impact of **social media and electronic communication**, and to ensure that all members and their guests uphold standards of conduct that support the reputation, integrity, and operational stability of the Club.
13. Under these new Rules, any **use of social media or electronic communication** by a member or their guest that is **negative or can be reasonably construed as negative** toward the Club — including its facilities, services, employees, officers, members or strategies — will be deemed **conduct prejudicial to the interests of the Club**.
14. These amendments are important for the following reasons:
  - **Protecting the Club's reputation:** Negative or disparaging comments made online can spread rapidly and damage the Club's standing in the community, its relationships with stakeholders, and its ability to attract and retain members.
  - **Supporting staff and member wellbeing:** Public or semi-public criticism of staff or other members can cause unnecessary distress, undermine morale, and create a hostile environment that is inconsistent with the Club's values and objectives.
  - **Reinforcing member responsibilities:** Membership in the Club carries with it certain privileges and responsibilities. These Rules ensure that members and their guests understand the importance of expressing concerns or feedback through appropriate internal channels rather than through public forums.
  - **Modernising the Constitution:** The inclusion of these Rules bring the Club's Constitution into alignment with contemporary standards of governance and conduct, recognising the potential real-world impact of online behaviour on the Club, its employees and members.
15. Importantly, this rule does **not prevent members from raising genuine concerns** with management or the Board. Rather, it encourages such matters to be dealt with constructively and respectfully through the appropriate internal processes.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

16. Paragraphs (h) and (i) amend existing provisions relating to disciplinary matters to bring the Constitution into line with best practice and properly reflect the requirements of procedural fairness and natural justice.
17. Paragraph (j) is amended to reflect that the Board can comprise seven (7) elected directors and up to two (2) appointed directors.
18. Paragraph (l) inserts a power for the Board to delegate powers to directors, employees, committees, sub clubs and a combination thereof.
19. Paragraph (m) confers a power on the Board to dissolve committees and remove committee members from office.
20. Paragraph (n) inserts a power for the Board to dissolve Sub clubs and remove committee members of Sub clubs from office.
21. Paragraph (o) confirms that all assets of Sub clubs (including cash) is owned by the Club.
22. Paragraph (q) inserts a new Rule 33 to formally establish an Executive Committee of the Club.
23. The purpose of this addition is to enable more efficient management of the Club's affairs between meetings of the full Board and to allow urgent matters to be dealt with promptly where it is impracticable to convene the entire Board.
24. Under the proposed Rule:
  - (a) the Executive Committee may meet as required, in person or electronically, and determine its own procedures subject to any directions of the Board;
  - (b) a quorum will be two members;
  - (c) all decisions must be recorded in minutes and provided to the Board for noting or endorsement; and
  - (d) the Committee's role is to assist the with the implementation of Board resolutions, and provide guidance to the Chief Executive Officer within limits set by the Board.
25. The Rule also clearly limits the powers of the Executive Committee — it cannot, for example, appoint or terminate the Chief Executive Officer, make or amend Club policy, or approve significant expenditure beyond financial limits set by the Board.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

26. Rule 33 is intended to improve governance efficiency and responsiveness while ensuring full accountability to the Board.
27. Paragraph (r) deals with proceedings of the Board (commonly referred to as board meetings). The provisions reflect the existing Constitution, the existing practice of the Club and the Corporations Act and remains substantially the same as the existing Rules.
28. The Rules clarify that a Board meeting may be called or held using technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time. This is consistent with the Corporations Act.
29. Paragraph (s) ensures that Board decisions are made in the Club's best interests, without personal bias.
30. If the Board reasonably believes a director has a material personal interest in a matter and the director fails to declare it or follow Rules 34:
  - (a) this will be treated as conduct prejudicial to the Club, which may lead to disciplinary action.
  - (b) the Board may exclude the director from the meeting while the matter is discussed or decided.
31. This Rule protects the integrity of the Board's decision-making and upholds good governance for the benefit of all members.
32. Paragraph (t) amends the grounds for resignation of a director to allow written notice to be given to the Club.
33. Paragraph (u) inserts a circumstance in which the office of a director will be automatically vacated, which is where the director is suspended from membership for a period of three (3) months or more.
34. Paragraph (v) inserts a new Rules allowing the Board to appoint any person (including a non-member) to chair a general meeting of the Club or part of it. If a non-member is appointed, they may preside over the meeting but they have no right to vote. This provides flexibility for the Board to appoint an independent chair where appropriate, while protecting members' voting rights. The Rule reflects section 249U of the Corporations Act.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155  
✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144  
✉ enquiries@theavenuerandwick.com.au

35. It also inserts a new Rule 39.20 which confirms that the Chairman is responsible for the proper conduct of general meetings. The Chairman decides the meeting procedures and may refuse admission or require a member to leave if, in the Chairman's opinion, the member is not following reasonable directions or is acting in an offensive or disruptive way. The purpose of the Rule is to ensure meetings are conducted fairly, orderly and respectfully for all members.
36. The Rule is important to:
  - Ensure meetings are run in an orderly and respectful manner;
  - Protect the rights of all members to participate without disruption; and
  - Align the Club's governance with standard meeting practices.
37. Paragraph (w) updates the notice Rule to reflect amendments to the Corporations Act.
38. Paragraph (x) inserts a new Rule confirming that under section 246B of the Corporations Act 2001, the Club can only membership rights at a general meeting of members provided that:
  - (a) the change is approved by members at a general meeting by special resolution (at least 75% of votes cast in favour); and
  - (b) the change is made by amending the Club's Constitution.
39. Paragraph (y) inserts a new Rule reflecting section 30C of the Registered Clubs Act relating to meetings and voting.
40. Paragraph (z) permits any necessary amendments to be made following the amendments to the Rule including those required to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

---

### Procedural matters

41. To be passed, each Ordinary Resolution requires votes from not less than a majority (50% + 1) of those members who being eligible to do so, vote in person on the Ordinary Resolutions at the Annual General Meeting.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

42. To be passed, the Special Resolution requires votes from not less than three quarters (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
43. Amendments to the Special Resolution 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 the Special Resolution.
44. Under the Club's Constitution only Life members and financial Club members are eligible to vote on the Special Resolution.
45. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
46. The Board of the Club recommends that members vote in favour of the Ordinary Resolutions and the Special Resolution.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ enquiries@coogeebeachclub.com.au



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ enquiries@theavenuerandwick.com.au

### **PRESIDENT AND ACTING CEO REPORT – ANNUAL REPORT 2025**

The past year has been one of significant change and strategic repositioning for the Club. The Board has taken decisive steps to strengthen the Club's long-term sustainability while continuing to serve the needs and expectations of our members and the wider community.

We are pleased to advise that a Contract for Sale has now been executed for the Clubs property at 135-139 Alison Road Randwick and adjoining properties at 123-133 Alison Road Randwick. This was a carefully considered decision made after extensive review of the Club's long-term financial position and asset utilisation. The review was undertaken by external consultants. The sale will strengthen the Club's balance sheet, improve liquidity, and position the organisation to reinvest in areas that deliver stronger returns and enhanced member experiences. The Directors acknowledge the history and sentimental value attached to the premises and thank members for their understanding and support throughout the transition.

The Board notes that revenue across clubs in the eastern suburbs has continued to experience a steady decline in gaming income. This trend reflects broader industry conditions, regulatory impacts, and changing community expectations. In response, your Directors remain focused on diversifying revenue streams to reduce reliance on gaming and to maintain long-term financial viability. Strategic emphasis is being placed on hospitality, food and beverage offerings, functions and events, entertainment, and community partnerships.

Following the sale of the former premises, the Club is now well positioned to focus on the growth and enhancement of our two existing venues, The Avenue Randwick, 2 The Avenue Randwick and The Coogee Beach Club, 51 Dolphin Street Coogee. Plans are underway to enhance facilities and amenities, expand entertainment and event programming, strengthen food and beverage offerings and Increase community engagement initiatives. The Board is confident that these venues present exciting opportunities for innovation, growth, and deeper connection with our members and local community.

As a result of the sale and the reshaping of our operational structure, the requirements of the Chief Executive Officer position have changed significantly. Following a review of the Club's future needs, the Board made the decision to make the CEO role redundant.

During the year, the Club farewelled two long-serving Directors, Peter Bell and Dominic Sullivan, who have both retired from the Board. Between them, they contributed in excess of 60 years of dedicated service, providing leadership, experience, and commitment during periods of both growth and challenge. On behalf of the Board and members, we sincerely thank Peter and Dominic for their significant contributions.

The Board remains committed to strong governance, prudent financial management, and strategic decision making that aligns with community expectations. As the operating environment evolves, so too must our Club. We will continue to: Adapt to changing industry conditions Diversify income streams Invest in member experience Maintain transparency and accountability.

The Directors are confident that the actions taken this year have positioned the Club for a stable and sustainable future.

On behalf of the Board, we thank our members and staff for their ongoing support and loyalty. Your continued commitment to the Randwick Group of Clubs is acknowledged and appreciated.



## The Coogee Beach Club

51 Dolphin St Coogee NSW 2034

☎ 02 9399 4155

✉ [enquiries@coogeebeachclub.com.au](mailto:enquiries@coogeebeachclub.com.au)



## The Avenue Randwick

Cnr The Avenue & Cowper St  
Randwick NSW 2031

☎ 02 9399 4144

✉ [enquiries@theavenuerandwick.com.au](mailto:enquiries@theavenuerandwick.com.au)

In conclusion the Board of Directors and Management offer their condolences to members and their families who have lost loved ones during the past year.

Vic Smith

Tom Tuan

President

Acting Chief Executive Officer