

SCHEDULE OF PROPOSED AMENDMENTS TO THE CONSTITUTION

Proposed for Special Resolution at the Annual General Meeting
Saturday, 19 September 2026

PURPOSE OF THIS DOCUMENT

This document outlines the proposed amendments to the Constitution of the Byford & Districts Country Club Inc. (BDCC) to be considered by members by way of Special Resolution at the 2026 Annual General Meeting.

The proposed amendments relate to:

1. Updates to ensure continued compliance with the Associations Incorporation Act 2015 and associated regulations;
2. Clarification of the statutory responsibilities of the Board and office bearers in relation to governance, reporting and record keeping; and
3. Clarification that attendance at General Meetings of the Club must occur in person and that attendance by electronic means is not permitted.

AMENDMENT 1 – RULE 11.1(e)

Current Wording:

The Board must take all reasonable steps to ensure that the Club complies with the Act, these Rules and the By-Laws (if any).

Proposed Wording:

11.1(e) Compliance Responsibilities

The Board must take all reasonable steps to ensure that the Club complies with the Associations Incorporation Act 2015, these Rules and the By-Laws (if any).

Without limiting Rule 11.1(e)

- i) The Chairperson is responsible for oversight of documents and notices required to be lodged with the Commissioner or any regulatory authority;
- ii) The Secretary is responsible for oversight of the Club's statutory registers, records, meeting notices and minutes required under the Act and these Rules;
- iii) The Treasurer (Finance Officer) is responsible for oversight of the Club's financial records, financial statements and financial reporting obligations under Part 5 of the Act;
- iv) The Board may delegate administrative and operational functions relating to these responsibilities to the General Manager or other authorised employees, however such delegation does not remove the ultimate responsibility of the Board and relevant office bearer.

Reason for Amendment:

This amendment clarifies the statutory governance responsibilities of the Board and office bearers while ensuring continued compliance with the Associations Incorporation Act 2015.

AMENDMENT 2 – RULE 10.9

Proposed new clause:

10.9(g)

The General Manager may perform administrative, operational and compliance-related functions delegated by the Board or an office bearer, including maintaining records, issuing notices and administering reporting processes, provided such delegation remains subject to Board oversight and the requirements of the Act.

Reason for Amendment:

This amendment formalises the existing operational responsibilities of the General Manager while confirming that ultimate accountability remains with the Board and office bearers.

AMENDMENT 3 – RULE 16.3

Proposed new clause:

16.3(d)

Attendance at a General Meeting or Special General Meeting must occur in person at the meeting venue specified in the notice of meeting.

Attendance by telephone, video conference or any other electronic means does not constitute attendance for the purpose of quorum, voting or participation in a General Meeting.

Reason for Amendment:

This amendment removes ambiguity regarding attendance at General Meetings and confirms the Club's existing practice that General Meetings are conducted in person.