

Antonio (Tony) De Lutiis

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8 January 2026

Mr Chris Dimou
Chief Executive Officer and Company Secretary
Parramatta Leagues Club Ltd
1 Eels Place
Parramatta NSW 2150

By email: ceo@parraleagues.com.au
cc: parra@parraleagues.com.au

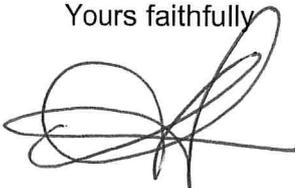
Dear Mr Dimou

Re: Resubmission – Notices of Member-Proposed Resolutions (s 249N) and Requests for Distribution of Supporting Statements (s 249P)

Further to your letter dated 19 December 2025, I enclose the resubmitted notices and requests made under sections 249N and 249P of the Corporations Act 2001 (Cth), duly signed by the members giving the notices and making the requests.

Please acknowledge receipt of this lodgement.

Yours faithfully



Antonio (Tony) De Lutiis
Member No. 167695

Mr Chris Dimou
Company Secretary
Parramatta Leagues Club Limited
1 Eels Place
PARRAMATTA NSW 2150

Dear Mr Dimou,

NOTICES OF MEMBER-PROPOSED RESOLUTIONS AND REQUESTS FOR DISTRIBUTION OF SUPPORTING STATEMENTS TO ALL MEMBERS

I am a member of Parramatta Leagues Club Limited [**the Company**] and write to provide the following:

- i. Notices pursuant to section 249N of the *Corporations Act 2001 (Cth)* (the Act) for four resolutions to be considered at a future general meeting of members of the Company.
- ii. Requests pursuant to section 249P of the Act for statements in support of each of the respective four resolutions referred to above, to be distributed to all members together with the notice of meeting at which the resolutions are to be considered.
- iii. The appointment of an agent to act on my behalf in relation to these matters.

This is one of a number of separate but identical sets of notices and requests being lodged contemporaneously by members so that the numerical thresholds required under sections 249N and 249P are satisfied.

NOTICES OF MEMBERS' RESOLUTIONS – SECTION 249N

Pursuant to section 249N of the Act, I hereby give notices of four proposed resolutions to be considered at the first general meeting of members that occurs more than two (2) months after this notice is given.

The respective resolutions are contained in Annexures A1 to D1:

Annexure	Members' Resolution	Pages
A1	A Special Resolution to amend the Constitution of Parramatta Leagues Club Limited to create an independent Disciplinary Panel to adjudicate complaints of misconduct against Members.	4–7

Annexure	Members' Resolution	Pages
B1	A Special Resolution to amend the Constitution of Parramatta Leagues Club Limited to replace Clause 4.3 concerning the admission of Ordinary Members.	12–13
C1	A Special Resolution to amend the Constitution of Parramatta Leagues Club Limited to replace Clause 9.3 setting out eligibility requirements for Directors.	16
D1	A Special Resolution to amend the Constitution of Parramatta Leagues Club Limited to replace Clause 8 and require attendance ballots conducted by an independent Returning Officer.	19-22

REQUESTS TO DISTRIBUTE MEMBERS' STATEMENTS – SECTION 249P

Pursuant to section 249P of the Act, I request that the Company distribute, together with the notice of the meeting at which the resolutions are to be considered, the statement in support of each of those four resolutions.

The respective statements in support are contained in Annexures A2 to D2.

Annexure	Members' Statement	Pages
A2	Statement in Support of a Special Resolution [as set out in Annexure A1] to amend the Constitution of Parramatta Leagues Club Limited to create an independent Disciplinary Panel to adjudicate complaints of misconduct against Members.	8–11
B2	Statement in Support of a Special Resolution [as set out in Annexure B1] to amend the Constitution of Parramatta Leagues Club Limited to replace Clause 4.3 concerning the admission of Ordinary Members.	14–15
C2	Statement in Support of a Special Resolution [as set out in Annexure C1] to amend the Constitution of Parramatta Leagues Club Limited to replace Clause 9.3 setting out eligibility requirements for Directors.	17–18
D2	Statement in Support of a Special Resolution [as set out in Annexure D1] to amend the Constitution of Parramatta Leagues Club Limited to replace Clause 8 and require attendance ballots conducted by an independent Returning Officer.	23–25

APPOINTMENT OF AGENT

I hereby appoint Antonio (Tony) De Lutiis as my agent in connection with matters related to the notices and requests made in this document. Mr De Lutiis is a member of the Company (Member Number 167695).

Yours faithfully,

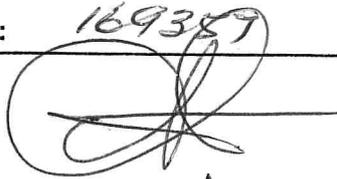
Full Name:

Antonio De Lutiis

Member Number:

169389

Signature:



Date:

31 Dec 2025

ANNEXURE A1

A proposed Special Resolution to amend the Constitution of Parramatta Leagues Club Limited to create an independent Disciplinary Panel to adjudicate complaints of misconduct against Members.

That the Constitution of Parramatta Leagues Club Limited be amended by:

1. Replacing "Directors" in Paragraph (b) of Clause 4.12 with "Disciplinary Panel", and
2. Deleting "or for the purposes of Clause 4.16" from Clause 10.6(b), and
3. Deleting Clauses 4.16 and 4.17 and in their place inserting the following new clause:

4A. DISCIPLINARY PROCEEDINGS AGAINST A MEMBER

4A.1 Disciplinary Panel

- (a) A Disciplinary Panel, independent of the Board, shall adjudicate disciplinary matters referred by the Board under Clause 4A.2.
- (b) The Board shall appoint three individuals to the Disciplinary Panel, to ensure at least one qualified person is available when required. Each matter referred under Clause 4A.2 shall be adjudicated by a single panel member.
- (c) To be appointed to the Disciplinary Panel a person must:
 - (i) Be a member of the Resolution Institute;
 - (ii) Be a barrister admitted to (or a former barrister of) the NSW Supreme Court; and
 - (iii) Accept their appointment in writing.
- (d) Disciplinary Panel members shall be appointed for two-year terms and may be reappointed. If a panel member resigns or cannot complete their term, the Board shall appoint a replacement for the remainder of the term. The initial three panel members must be appointed within three (3) months of the adoption of these provisions.
- (e) The Company shall bear the cost of remunerating panel members and reimbursing expenses incurred in the course of their duties.

- (f) In this Constitution, "Disciplinary Panel" refers to its members individually, collectively, or to proceedings before the panel, as the context requires.

4A.2 Referral by Board

- (a) The Board may refer allegations of misconduct against a Member **[the Referred Member]** to the Disciplinary Panel for adjudication.
- (b) The Board may only refer misconduct that falls within one or more of these categories:
 - (i) willful and persistent refusal to comply with the provisions of this Constitution or the By-laws;
 - (ii) conduct which is significantly prejudicial to the interests of the Company or PNRL;
 - (iii) conduct unbecoming of a Member, including possession or use of prohibited drugs, acts of violence, verbal abuse, or indecency;
 - (iv) owing amounts to the Company or PNRL, that are outstanding beyond the Company or PNRL's trading terms;
 - (v) misconduct in breach of, or that would render the Company liable to penalty under, the Liquor Act 2007 (NSW).
- (c) The Board may propose one of the following penalties be imposed:
 - (i) a formal reprimand **[Censure]**;
 - (ii) suspension of the rights and privileges of membership for a period of up to twelve (12) months **[Suspension]**;
 - (iii) permanent termination of Membership **[Expulsion]**.
- (d) The Board shall prepare, or cause to be prepared, a document **[Referral Document]** to be provided to both the Disciplinary Panel and the Referred Member, that includes the following information:
 - (i) a description of the alleged misconduct, including the date, time, and location;
 - (ii) a description of the evidence supporting the allegations; and
 - (iii) the penalty proposed by the Board.

4A.3 Notice to Referred Member

- (a) The Referred Member must be provided with at least twenty-one (21) days' written notice specifying the time, date, and location of the Disciplinary Panel hearing. The notice shall be accompanied by copies of:
 - (i) the Referral Document;
 - (ii) Clause 4A of this Constitution, marked clearly with **"YOUR RIGHTS – PLEASE READ CAREFULLY."**
- (b) If a Referred Member's first language is not English, reasonable efforts must be made to communicate with them in that language.

4A.4 Disciplinary Panel Proceedings

- (a) A single member of the Disciplinary Panel shall hear and adjudicate each matter referred to under Clause 4A.2.
- (b) Proceedings are to be informal; the formal rules of evidence do not apply, but procedural fairness must be observed.
- (c) The Board shall be represented by the Secretary, or the Secretary's nominee.
- (d) A Referred Member may:
 - (i) represent themselves;
 - (ii) be legally represented at their own expense; or
 - (iii) be assisted by a support person who may speak on their behalf.
- (e) The Referred Member, their legal representative or support person, and the Board's representative shall have the opportunity to:
 - (i) provide written and/or oral submissions regarding the allegations and what penalties, if any, should be imposed; and
 - (ii) present evidence and call witnesses.
- (f) If the Disciplinary Panel finds the Board's allegations proven, in whole or in part, it may impose:
 - (i) the penalty proposed by the Board;
 - (ii) a lesser penalty; or
 - (iii) no penalty.

- (g) Before imposing a penalty, the Disciplinary Panel must consider:
 - (i) any reasonable explanation, excuse, or apology offered by the Referred Member;
 - (ii) any lack of impartiality or objectivity by the Board in making the referral under Clause 4A.2; and
 - (iii) the proportionality of the penalty to the nature and severity of the proven misconduct.
- (h) If a Referred Member fails to appear before the Disciplinary Panel, without reasonable excuse, the Disciplinary Panel may:
 - (i) find the allegations made against the Referred Member proven and impose the penalty recommended by the Board, or
 - (ii) adjourn the proceedings.
- (i) For hearings involving a Referred Member whose first language is not English, the Company shall provide a National Accreditation Authority for Translators and Interpreters **[NAATI]** accredited translator to assist the Disciplinary Panel.
- (j) Decisions made by the Disciplinary Panel shall be final and binding on both the Company and the Referred Member.

4A.5 Temporary Suspension

- (a) If a Member engages in conduct at the Company's premises that, in the opinion of the Secretary (or the most senior employee present), falls within Clause 4A.2(b), the Secretary or employee may immediately suspend their membership and remove them from the premises.
- (b) Any suspension imposed under Paragraph (a) continues until resolution under Clause 4A or six (6) weeks, whichever is earlier.

ANNEXURE A2

A Statement in Support of a Special Resolution [as set out in **Annexure A1**] to amend the Constitution of Parramatta Leagues Club Limited to create an independent Disciplinary Panel to adjudicate complaints of misconduct against Members.

INTRODUCTION

This statement supports a proposed Special Resolution to amend the Constitution of the Parramatta Leagues Club Limited [**the Club**]. A Special Resolution requires approval from at least 75% of members voting at the general meeting.

The goal is to improve the way disciplinary matters involving Members are handled.

This resolution will replace the current disciplinary process (Clauses 4.16 and 4.17) with a new Clause 4A which establishes an independent Disciplinary Panel to adjudicate serious allegations of member misconduct.

This change provides a fair, transparent and accountable process aligned with best practice governance.

THE PROBLEM WITH THE CURRENT SYSTEM

At present, the Board conducts investigations, determines whether allegations are proven, and imposes penalties (including suspension or expulsion).

This makes the Board investigator, prosecutor and decision-maker, creating a risk of perceived or actual bias, even when Directors act with the best of intentions. Members subject to this process are denied basic procedural fairness, and decisions can appear inconsistent or arbitrary.

The structure has generated costly, time-consuming legal challenges and has been criticised by the NSW Supreme Court. Money spent defending decisions diverts funds from member services and facilities.

THE PROPOSED SOLUTION: AN INDEPENDENT PANEL (NEW CLAUSE 4A)

The proposed resolution addresses this conflict of interest by separating the Board's referral role from the role of adjudication.

The new Clause 4A establishes a Disciplinary Panel that is independent of the Board. Any member facing serious allegations will have their case heard and decided by a qualified, impartial expert.

HOW THE NEW PROCESS WILL WORK

1. Panel Appointment (Clause 4A.1)

The Board will appoint three individuals (not Directors) to the Disciplinary Panel.

Each appointee must:

- Be a member of the Resolution Institute of Australia; and
- Be a barrister admitted to (or a former barrister of) the NSW Supreme Court.

Disciplinary matters will be adjudicated by professionals with expertise in procedural fairness, evidence, and dispute resolution. Panel members will be appointed for two-year terms and remunerated by the Company, securing their independence. Three appointees ensure a panel member is always available to hear a matter without delay.

2. Referral by the Board (Clause 4A.2)

The Board retains a crucial role. It will still be responsible for investigating allegations of misconduct. If the Board forms the view that the allegations are serious, it may refer the matter to the Disciplinary Panel.

This referral power is limited to specific categories of serious misconduct, such as:

- Wilful and persistent refusal to comply with the Constitution or By-laws;
- Conduct significantly prejudicial to the Club's interests;
- Conduct unbecoming of a member (e.g., violence, abuse, indecency); or
- Breaches of the Liquor Act 2007 (NSW).

The Board must provide a "Referral Document" outlining the allegations, the supporting evidence, and the proposed penalty (Censure, Suspension, or Expulsion).

3. Procedural Fairness for Members (Clause 4A.3)

This is a major improvement for member rights.

- The referred Member receives **at least 21 days'** written notice of the hearing (up from seven days).
- The Member is given the Referral Document and a copy of Clause 4A, clearly marked: "YOUR RIGHTS – PLEASE READ CAREFULLY".
- The Member may:
 - represent themselves;

- be legally represented at their own expense; or
- be assisted by a support person (e.g., friend or relative).
- Where English is not the Member's first language, the Club will make reasonable efforts to communicate in their language and provide a **NAATI-accredited translator** for the hearing.

4. The Hearing and Decision (Clause 4A.4)

A single panel member will hear each case. The proceedings are informal (formal rules of evidence do not apply), but must observe procedural fairness.

Both the Club's representative and the member (or their representative) may make submissions, present evidence, and call witnesses.

After hearing the matter, the panel member will make a determination. They are not bound by the Board's proposal. The panel may impose:

- The penalty proposed by the Board;
- A lesser penalty; or
- No penalty at all.

5. Checks and Balances (Clause 4A.4(g))

Before imposing any penalty the panel member must consider:

- "any reasonable explanation, excuse, or apology offered by the Referred Member";
- "any lack of impartiality or objectivity by the Board in making the referral"; and
- "the proportionality of the penalty to the nature and severity of the proven misconduct".

This provides a direct, independent safeguard. The Disciplinary Panel's decision is final and binding on both the Club and the member. This provides certainty and avoids further costly legal appeals.

A BALANCED AND MODEST REFORM

These changes are modest but essential. The Board retains key responsibilities:

- Referral: The Board still decides which cases are serious enough to be referred.
- Rule-making: The Board still defines what constitutes misconduct via the By-laws.
- Appointment: The Board appoints the expert panel members.

- Temporary Suspension: Management retains the power under Clause 4A.5 to immediately suspend and remove a member from the premises to maintain safety and good order. This temporary power is now aligned with the new process, lasting for a maximum of six (6) weeks or until the panel hearing, whichever is earlier.

CONCLUSION

This resolution fixes the core flaw in the current system by separating the investigation of misconduct from its independent adjudication.

It provides members with robust procedural fairness and protects them from arbitrary or biased decisions. It introduces independence, accountability, and transparency, aligning the Club with best practice governance. By making decisions final and binding, it will significantly reduce the legal costs currently being incurred in disputes.

This is a practical and necessary reform that balances the rights of individual members with the Club's need to uphold its standards.

ANNEXURE B1

A proposed Special Resolution to amend the Constitution to replace Clause 4.3 concerning the admission of Ordinary Members and to make consequential amendments.

That the Constitution of Parramatta Leagues Club Limited be amended by

1. Deleting Clause 4.3 and in its place inserting the following new clause:

4.3 Admission as an Ordinary Member

- (a) Notwithstanding any other provision of this Constitution, a person may only be admitted as an Ordinary Member if elected by a majority of the Directors present and voting at a properly convened meeting of the Board.
- (b) An application to become an Ordinary Member under Clause 4.1 that is not approved in accordance with Paragraph (a) within two (2) months of the application date shall be deemed to have been rejected by the Board.
- (c) Where an application is deemed to have been rejected by the Board under Paragraph (b), the Applicant must be notified in writing of the deemed rejection within seven (7) days of the deemed rejection.
- (d) A notification made under Paragraph (c) must include:
 - (i) the reason or reasons for the rejection;
 - (ii) any information, advice, evidence, or belief considered by the Directors in connection with the Applicant and/or their application; and
 - (iii) a description of any procedural factors related to the deemed rejection.
- (e) A person shall be admitted as a member of the Company pursuant to an amalgamation under the Registered Clubs Act, if that person:
 - (i) is a full member (as defined in the Registered Clubs Act) of a Registered Club which has amalgamated with the Company; and
 - (ii) has agreed in writing to:
 - A. be a member of the Company pursuant to the amalgamation; and
 - B. be bound by the Constitution and By-laws of the Company,

in such form as approved by the Board from time to time.

- (f) Any person who completes and signs the agreement referred to in Clause 4.3(e)(ii) and returns that agreement to the Company shall be admitted to Ordinary Membership of the Company, unless the person is already a Full Member of the Company or is at that time suspended or expelled from membership of the Company.
 - (g) To be considered as a Voting Member for the purposes of this Constitution, a person who is admitted to Ordinary membership of the Company in accordance with Clause 4.3(f) after 25 February 2025 must have been a Full Member of the Company for a continuous period of three years prior to the date of voting at a general meeting or the close of a ballot of Members (whichever is earlier).
2. Deleting Clause 4.4(c) and in its place inserting the following new Clause 4.4(c):

Whenever the Company, as the continuing club or parent club, completes an amalgamation in accordance with the Registered Clubs Act with another Registered Club as the dissolving club or the child club **[Amalgamating Club]**, each person who is admitted in accordance with Clauses 4.3(e) to 4.3(f) must for the purposes of section 17AC(2) of the Registered Clubs Act be identified in the Company's Register by a descriptor chosen by the Board that identifies them as a former member of the Amalgamating Club.

ANNEXURE B2

A Statement in Support of a Special Resolution [as set out in **Annexure B1**] to amend the Constitution to replace Clause 4.3 concerning the admission of Ordinary Members.

INTRODUCTION

This statement supports a proposed Special Resolution to amend the Constitution of Parramatta Leagues Club Limited [**the Club**]. As this is a Special Resolution, it requires approval from at least 75% of members voting at the general meeting to be passed.

The purpose of this resolution is to enhance procedural fairness for prospective members by introducing transparency and accountability into the application process.

The goal is to ensure that any applicant who is unsuccessful receives a fair and transparent outcome. This reform achieves this by requiring the Board to provide unsuccessful applicants with a timely, written notification that includes the reasons for the decision.

THE PROBLEM WITH THE CURRENT SYSTEM

The current constitution fails to provide any transparency to an unsuccessful applicant.

Under the current rules, if an application is rejected by the Board (or "deemed rejected" after six (6) weeks), the Club is under no constitutional obligation to:

1. Formally notify the applicant of this outcome; or
2. Provide any reasons whatsoever for the decision.

An applicant can be left in the dark, never knowing the status of their application or why it was not successful. This lack of transparency is unfair, arbitrary, and falls well short of modern governance standards.

THE PROPOSED SOLUTION (NEW CLAUSE 4.3)

The proposed resolution directly addresses this flaw by deleting the current Clause 4.3 and replacing it with a new, comprehensive clause that introduces accountability.

These new requirements ensure that any decision to reject an applicant is communicated fairly and with clear reasons.

The resolution changes the admission threshold for new members from a "three-quarters majority" to a "majority of the Directors present and voting", aligning this process with the standard way the Board decides all other matters.

The resolution also includes minor consequential amendments to Clause 4.4(c) and related sections to ensure the provisions for members joining via a club amalgamation are clear and consistent with the new clause.

HOW THE NEW PROCESS WILL WORK

The core of this reform is the introduction of two new sub-clauses that provide procedural fairness to unsuccessful applicants.

If an application is rejected (or "deemed rejected" under the new two-month rule), the Club's obligations will be:

1. Mandatory Written Notification (New Clause 4.3(c))

The Club must notify the applicant in writing of the rejection within seven days of the decision or deemed rejection, ensuring the applicant receives a timely and formal outcome.

2. Full Transparency and Accountability (New Clause 4.3(d))

This is the most critical enhancement. The written notification sent to the applicant must include comprehensive details:

- The reason or reasons for the rejection;
- Any information, advice, evidence, or belief that the Directors considered in relation to the application; and
- A description of any procedural factors related to the deemed rejection (e.g., that the two-month period expired without a vote).

This requirement for transparency is the heart of the reform. It provides procedural fairness to the applicant and holds the Board directly accountable for its decisions.

The new clause also clarifies the process for admitting members from another club following an amalgamation.

CONCLUSION

This resolution is a necessary governance improvement. It fixes a significant flaw in the current constitution by introducing transparency and accountability to the membership application process.

By requiring the Club to provide clear, timely, and reasoned explanations for any unsuccessful application, this reform ensures all prospective members are treated with procedural fairness. It aligns the Club's processes with best practice and strengthens member confidence in its governance by embedding the principles of transparency and Board accountability.

Members are strongly encouraged to vote in favour of this resolution.

ANNEXURE C1

A proposed Special Resolution to amend the Constitution to replace Clause 9.3 setting out eligibility requirements for Directors.

That the Constitution of Parramatta Leagues Club Limited be amended by deleting Clause 9.3 and in its place inserting the following new clause:

CLAUSE 9.3 - ELIGIBILITY TO BE A DIRECTOR

A person shall not be eligible for election or appointment as a Director of the Club if the person:

- (a) is under the age of eighteen (18) years;
- (b) does not ordinarily reside in Australia;
- (c) is or was an employee of the Club within three (3) years immediately prior to nomination or appointment, except where such employment was on a casual basis;
- (d) has at any time been convicted of an indictable offence or offence involving dishonesty that has not been successfully appealed;
- (e) has at any time been convicted of an offence under any of the Registered Clubs Act 1976 (NSW), the Liquor Act 2007 (NSW), the Gaming Machines Act 2001 (NSW), or the Gaming and Liquor Administration Act 2007 (NSW), which conviction has not been successfully appealed;
- (f) is currently bankrupt, currently subject to a personal insolvency arrangement, or has been discharged from bankruptcy or personal insolvency within the period of ten (10) years immediately prior to nomination or appointment;
- (g) has not been a Full Member of the Club for at least three (3) consecutive years as at the date of nomination or appointment, provided that this requirement does not apply to a director appointed under section 30(1)(b1) of the Registered Clubs Act.

ANNEXURE C2

A Statement in Support of a Special Resolution [as set out in **Annexure C1**] to amend the Constitution to replace Clause 9.3 setting out eligibility requirements for Directors.

INTRODUCTION

This statement supports a proposed Special Resolution to adopt a new, clear clause setting out the eligibility requirements for Directors.

This proposal is based on a clear philosophy: to balance the need for exceptionally high standards for Directors with the fundamental, democratic right of members to choose their own representatives.

The proposed new clause introduces a set of strict, objective, and factual eligibility criteria. It provides a fair and level playing field for all candidates and ultimately trusts members to make the final decision at the ballot box.

As this is a Special Resolution, it requires approval from at least 75% of members voting at the general meeting to be passed.

THE PROPOSED NEW STANDARD

This resolution establishes a clear, coherent clause based on two core principles:

1. **Strict, Objective Safeguards:** The eligibility rules for Directors must be strong. This new clause sets a very high, non-negotiable bar. It focuses on objective facts, such as criminal convictions and financial prudence, ensuring all candidates meet a high minimum standard.
2. **Protecting Member Democracy:** The rules must also be fair and objective. This new clause ensures that eligibility is a simple, factual check, and that the ultimate judgment of a candidate's suitability rests where it belongs—with the members.

This proposal is a sensible and necessary reform that strengthens the Club's governance by balancing these two principles.

HOW THE NEW RULES WILL WORK

The new Clause 9.3 establishes a set of strict, factual tests. A person is ineligible to be a Director if they fail any of these objective tests:

- **Criminal and Dishonest Conduct:** A person is permanently ineligible if they have at any time been convicted of an indictable offence or any offence involving dishonesty.

- **Industry-Specific Misconduct:** A person is permanently ineligible if they have at any time been convicted of an offence under the Registered Clubs Act, Liquor Act, Gaming Machines Act, or Gaming and Liquor Administration Act.
- **Financial Prudence:** A person is ineligible if they are currently bankrupt or insolvent, or if they have been discharged from bankruptcy or insolvency within the last 10 years.

These criteria are exceptionally strong and provide robust, objective safeguards for the Club.

A BALANCED GOVERNANCE FRAMEWORK

This resolution (C1) is one part of a complete governance framework. It is not, and should not be, the only mechanism to ensure the Club is led by suitable people. It works in conjunction with two other key safeguards:

1. **Disciplinary Action for Members:** The primary mechanism for dealing with misconduct is the Club's disciplinary process. The Club has the power under its constitution to discipline members who engage in serious misconduct, including the power to suspend or expel a person from membership. A suspended member is explicitly barred from nominating for the Board. An expelled member ceases to be a member and therefore cannot meet the constitutional membership tenure requirements to be eligible to nominate for the Board. This ensures that the disciplinary process acts as the primary check.
2. **The Members' Vote:** The most important safeguard is the members' vote. This new clause ensures that all eligible candidates—that is, members in good standing who meet the high, objective standards—can put their case to the members. It trusts the members to make an informed choice.

CONCLUSION

This resolution provides the Club with a modern, fair, and robust set of eligibility rules. It strikes the correct balance by establishing some of the strictest, most objective standards in the club industry, while simultaneously protecting the democratic right of members to elect the candidates of their choice.

It provides clarity for candidates, fairness for all, and places ultimate authority in the hands of the members.

Members are strongly encouraged to vote in favour of this resolution.

ANNEXURE D1

A proposed Special Resolution to amend the Constitution to replace Clause 8, requiring attendance ballots conducted by an independent Returning Officer.

That the Constitution of Parramatta Leagues Club Limited be amended by:

1. Inserting in Clause 1.1 (Definitions):

‘Returning Officer’ means the NSW Electoral Commissioner, or a written nominee (including an officer or employee of the NSW Electoral Commission), engaged to conduct a Company ballot or election under this Constitution.

2. Deleting Clause 7.14 (Direct voting) entirely.
3. In Clauses 7.15 and 7.17, replacing reference to Clause 7.14 with “Clause 8”.
4. Inserting "Subject to Clause 8," at the beginning of Clause 7.16.
5. In Clause 9.5(c), replacing reference to Clause 8.4(d) with “Clause 8.12(d)”.
6. Deleting Clause 8 and in its place inserting the following:

8. **BALLOTS**

8.1 **Use of Ballots**

- (a) Any resolution to appoint a Director must be determined by ballot conducted in accordance with this clause, unless the number of eligible candidates does not exceed the number of vacancies (in which case Clause 9.5(a) applies).
- (b) The Board may determine that any other resolution to be put to Voting Members concerning the Company is to be determined by ballot.
- (c) A ballot may be used for a special resolution.

8.2 **Attendance Ballot Only**

- (a) A ballot is to be conducted as an attendance ballot.
- (b) A Voting Member must cast their vote personally at a Polling Place during the Polling Period.
- (c) Postal, proxy, telephone, online or other electronic voting is not permitted.

- (d) The Board must specify a record date to determine eligible Voting Members.
- (e) The Returning Officer is responsible for the detailed procedures necessary to give effect to this clause, provided they are consistent with the Constitution and applicable law.

8.3 Returning Officer

- (a) The Returning Officer will conduct every ballot and election under this Constitution.
- (b) The Company must provide all reasonable assistance and access to records needed to conduct the ballot or election.

8.4 Polling Places

The Polling Places are the following Company premises:

- (a) Parramatta Leagues Club (main club),
- (b) Vikings Sports Club, and
- (c) Dural Country Club.
- (d) Any other licensed premises operated by the Company.

The Returning Officer may designate and notify specific rooms at each Polling Place for the conduct of polling.

8.5 Polling Period

- (a) Polling must be conducted between 2:00 pm and 8:00 pm on each of the 7th, 6th, 5th and 4th days before the date fixed for the annual general meeting (each a Polling Day).
- (b) If a Polling Day falls on a day on which a Polling Place is closed or becomes unavailable, the Returning Officer may specify reasonably equivalent substitute polling hours or an alternative day within the week before the Annual General Meeting and must promptly notify members of any change.

8.6 Voter identification

- (a) The Returning Officer (or an election official authorised by the Returning Officer) must verify the identity and eligibility of the Voting Member before issuing a ballot paper.

- (b) A Voting Member must present their current membership card or satisfactory photo identification (Australian driver licence, NSW Photo Card or passport).
- (c) The Returning Officer may issue a declaration (provisional) vote and determine its admissibility during the count if identity or eligibility cannot be immediately verified.

8.7 Ballot Papers and Security

- (a) The Returning Officer must ensure secure custody of ballot papers and ballot boxes.
- (b) Ballot papers must list candidates in the order determined under Clause 8.8 and include clear directions for voting.
- (c) Ballot boxes must be sealed during polling, with seals inspected and recorded at opening and closure of each Polling Day.

8.8 Ballot Draw (Order of Candidates)

- (a) At least five (5) days before the first Polling Day the Returning Officer must conduct a transparent ballot paper draw to determine the order in which candidates' names appear on the ballot paper.
- (b) Each candidate or their nominated scrutineer may attend the draw.

8.9 Scrutineers

- (a) Each candidate may appoint one Scrutineer for each Polling Place and one Scrutineer for the count.
- (b) Scrutineers are entitled to be present at the ballot draw, to observe polling at the Polling Place to which they are appointed, and to observe the count.
- (c) Scrutineers
 - (i) must comply with any reasonable directions of the Returning Officer,
 - (ii) must not handle ballot papers or interfere with polling or the count, and
 - (iii) may be removed by the Returning Officer for misconduct or disruption.

8.10 Campaigning at Polling Places

- (a) No canvassing or distribution of electoral material is permitted within a polling room or within 6 metres of any polling room entrance.
- (b) The Returning Officer shall designate an area immediately outside the polling room where candidates and their supporters may quietly distribute how-to-vote material, provided they do not obstruct or harass members.

8.11 Assistance to Vote

- (a) A Voting Member who requires assistance (including because of disability or whose first language is not English) may request assistance from an authorised election official to mark the ballot paper in the member's presence according to the member's stated preferences.
- (b) The Returning Officer may permit the member to be accompanied by an interpreter for this purpose.

8.12 Counting and Declaration of Result

- (a) Following the close of polling on the final Polling Day, the Returning Officer must conduct the count as soon as reasonably practicable.
- (b) Scrutineers are entitled to observe the count.
- (c) In the event of an equality of votes for the last vacancy, the Returning Officer must determine the successful candidate by lot.
- (d) An ordinary resolution is taken to be carried if a simple majority of votes are cast in favour.
- (e) The Returning Officer must certify the result and notify the Board and their determination is final.

ANNEXURE D2

A Statement in Support of a Special Resolution [as set out in **Annexure D1**] to amend the Constitution to replace Clause 8 and require attendance ballots conducted by an independent Returning Officer.

INTRODUCTION

This statement supports a proposed Special Resolution to amend the Constitution of Parramatta Leagues Club Limited ("the Club"). The purpose of this resolution is to replace the existing Clause 8 with a new, comprehensive clause governing all contested ballots and elections.

The goal of this reform is to provide a fair, reliable, and consistent framework for the Club's elections. It achieves this by mandating the use of the NSW Electoral Commission to conduct all ballots and by standardising the polling procedures, locations, and security protocols in the Constitution itself.

This reform will give members confidence and trust in the election outcomes. As this is a Special Resolution, it requires approval from at least 75% of members voting at the general meeting to be passed.

THE PROPOSED SOLUTION (NEW CLAUSE 8)

This resolution creates a single, clear, and robust framework for how all contested ballots are run. It deletes the old Clause 8 and inserts a new, detailed clause. It also makes minor consequential amendments, such as explicitly deleting the clause for "Direct voting" (Clause 7.14), to ensure consistency.

The new rules are practical and align with democratic best practice.

HOW THE NEW BALLOT PROCESS WILL WORK

The new Clause 8 introduces several key features to strengthen the transparency and consistency of the Club's elections.

1. A Mandated Independent Returning Officer (New Clause 8.3)

The new clause mandates that every ballot and election must be conducted by a Returning Officer. This person is explicitly defined as the New South Wales Electoral Commissioner or their nominated delegate (which may include an officer or employee of the NSW Electoral Commission).

This change places the conduct of the entire process in the hands of the NSW Electoral Commission, promoting independence. The Board is required to engage the Returning

Officer and provide all necessary assistance, but the Board will have no role in the conduct of the ballot itself.

2. Attendance Ballot Only (New Clause 8.2)

The resolution confirms that all ballots are to be conducted solely as attendance ballots. Each vote must be cast personally by a Voting Member at one of the official Polling Places during the designated Polling Period.

To ensure clarity, the new clause explicitly states that "Postal, proxy, telephone, online and other electronic voting methods are not permitted for a ballot conducted under this clause". This means a member must physically attend a polling place if they wish to cast a vote.

3. Standardised and Accessible Polling (New Clauses 8.4 & 8.5)

The new clause removes all uncertainty about when and where members can vote by setting these details in the Constitution.

- **Polling Places:** Voting will be available at the Club's main licensed premises: Parramatta Leagues Club, Vikings Sports Club, and Dural Country Club. It also includes any other licensed premises the Company operates. This provision is included to ensure that if the Club amalgamates with or opens a new club located outside the main area, members at that new venue will automatically have access to a polling place, maintaining consistency and accessibility for all members.
- **Polling Period:** The polling times are standardised and extended. Voting will be available from 2:00 pm to 8:00 pm on each of the four (4) days running from the 7th day to the 4th day before the Annual General Meeting.

This provides members with a consistent, reliable, and extended opportunity to vote in person.

4. Stronger Security and Voter ID (New Clauses 8.6 & 8.7)

To protect the reliability of the ballot, new rules for voter identification and ballot security will be enforced by the Returning Officer:

- **Voter ID:** Before being issued a ballot paper, a Voting Member must present their current membership card or satisfactory photo identification (such as an Australian driver licence, NSW Photo Card or a passport).
- **Ballot Security:** The Returning Officer is made responsible for the secure custody of all ballot papers and ballot boxes. The boxes must be sealed during polling, with seals inspected and recorded at the opening and closure of each Polling Day.

5. Clear Rules for Candidates and Scrutineers (New Clauses 8.8 & 8.9)

The new clause creates a transparent and fair process for candidates:

- Ballot Draw: The order of candidates on the ballot paper will be determined by a transparent ballot paper draw conducted by the Returning Officer at least five (5) days before polling begins.
- Scrutineers: Each candidate may appoint one scrutineer for each Polling Place and one for the final count. Scrutineers are entitled to observe the draw, observe polling, and observe the count.

6. Fair Campaigning and Assistance (New Clauses 8.10 & 8.11)

The rules ensure a fair environment at the polling stations. Canvassing or distribution of electoral material is prohibited within 6 metres of any polling room entrance.

Crucially, the new clause also ensures that assistance is available for any member who requires it (including because of disability or whose first language is not English). These members may request help from an authorised election official to mark their ballot paper according to their instructions.

CONCLUSION

This resolution is a practical and necessary reform that places the Club's democratic process in the hands of the NSW Electoral Commission.

By standardising the polling times, locations, security, and procedures, these new rules give members certainty and strengthen trust in the outcomes. The rules are practical, familiar, and accommodate assistance where needed, ensuring every eligible member can participate fairly.

Members are strongly encouraged to vote in favour of this resolution.