



Notice of Proposed Special Resolutions for Annual General Meeting 2018

Notice is hereby given that at the Annual General Meeting of **HELLENIC CLUB LIMITED** ACN 000 017 407 to be held on Sunday, 25 November 2018 commencing 2.00pm at the Member's Lounge, Level 4, 251 Elizabeth Street, Sydney, NSW, Members will be asked to consider and vote upon the following resolutions which are proposed as Special Resolutions:

FIRST SPECIAL RESOLUTION

To consider, and if thought fit, pass the following resolution as a special resolution:

That Rule 43(a) of the Club's constitution be amended by deleting the words 'once in each calendar month' and inserting in lieu thereof the words 'ten (10) times in each calendar year'.

Explanatory notes: The proposed amendment to the constitution is intended to remove the mandatory requirement that the Club's Board meet at least once in each calendar month and, instead, designate a minimum number of meetings in each calendar year. A comparison between the current Rule and the proposed Rule is set out below:

- **Current Rule 43(a):**

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems necessary but at least once in each calendar month for the transaction of business.

- **Proposed Rule 43(a):**

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems necessary but at least ten (10) times in each calendar year for the transaction of business.

SECOND SPECIAL RESOLUTION

To consider, and if thought fit, pass the following resolution as a special resolution:

That Rule 14A of the Club's constitution be amended by deleting the words 'and vote at' and 'and the right to vote on any Special Resolution to amend the constitution of the Club' and by inserting the word 'general' before the word 'meetings'.

Explanatory notes: In 2015, Members resolved to amend the Club's constitution by creating a special class of membership for those aged between 18 to 30 (Youth Members). The proposed amendment to the constitution seeks to correct an anomaly by which Youth Members thereby gained a right to vote at 'all meetings of the Club' without first gaining full membership status. A comparison between the current Rule and the proposed Rule is set out below:

- **Current Rule 14A:**

Youth members have the right to attend and vote at all meetings of the Club and the right to vote on any Special Resolution to amend the constitution of the Club.

- **Proposed Rule 14A:**

Youth members have the right to attend all general meetings of the Club.

Procedural matters regarding the proposed Special Resolutions

1. To be passed, each Special Resolution requires votes in favour from not less than 75% of Members who, being eligible to do so, vote on the Special Resolutions at the Annual General Meeting.
2. Amendments cannot be made to either of the Special Resolutions from the floor of the meeting.
3. Pursuant to the *Registered Clubs Act*, employees of the Club are prohibited from voting and proxy voting is also prohibited.
4. The Board of Directors of the Club recommend these Special Resolutions to Members.

Dated: 29 October 2018

By direction of the Board

