



# NOTICE OF ANNUAL GENERAL MEETING 2026

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Canberra Services Club Ltd ACN 008 390 896 will be held on Sunday 21 June 2026, at 11:00 AM at the Royals Rugby Clubhouse, Phillip Oval No 1, 1 Albermarle Place, Phillip, ACT 2606.

## BUSINESS OF MEETING

The business of the meeting includes:

1. Acceptance of Proxy Forms<sup>1</sup>
2. Confirmation of previous minutes where applicable;
3. Receipt of annual financial statements and reports;
4. Election of Directors where applicable<sup>2</sup>
5. Presentation of annual community contribution and community benefit reporting required by applicable ACT gaming obligations;
6. Consideration of governance resolutions;
7. Other lawful business.

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<sup>1</sup> Proxies are to be received by 11:00am, Friday 19 June 2026

<sup>2</sup> Nominations are to be received by the General Manager by COB Monday 01 June 2026

## MEMBER ADOPTION OF PROPOSED RESOLUTIONS

### SPECIAL RESOLUTION

*That pursuant to section 136 of the Corporations Act 2001 (Cth), the Members of Canberra Services Club Ltd resolve that:*

- 1. the existing Constitution is repealed in its entirety;*
- 2. this Constitution and attached Schedules are adopted with immediate effect;*
- 3. the Secretary is authorised to complete all statutory notifications and lodgements required.*

### ORDINARY RESOLUTION

*That Members note the governance framework supporting the Constitution, including Operational Rules, Board Governance Policies and Compliance Framework adopted or amended by the Board from time to time in accordance with the Constitution.*

### MEMBER EXPLANATORY MEMORANDUM

#### **Purpose**

The proposed governance reforms modernise the governance framework of the Company.

#### **Objectives**

The reforms aim to:

- (a) strengthen governance, compliance and accountability;
- (b) clarify Member rights;
- (c) modernise Constitutional governance;
- (d) separate governance oversight from operational management and compliance;
- (e) strengthen regulatory governance compliance.

#### **What Members are voting on**

Members are voting on adoption of the Constitution.

#### **What Members are not voting on**

Operational procedures, governance policies and management compliance manuals remain under Board governance consistent with the Constitution and relevant Commonwealth and ACT Statutes.

## GOVERNANCE & COMPLIANCE FRAMEWORK MAP

### Governance hierarchy:

Members  
↓  
Constitution  
↓  
Schedules  
↓  
Board  
↓  
Operational Rules  
↓  
Operational Policies  
↓  
Management Procedures

### GOVERNANCE PACKAGE

For the benefit of Members, changes to the Canberra Services Club Ltd (CSC) governances include:

- |  |                           |
|--|---------------------------|
| 1. CSC Constitution and Schedules        | Included in this document |
| 2. CSC Operational Rules: Handbook       | Available on the website  |
| 3. CSC Operational Policies              | Available on the website  |
| 4. CSC Corporation's Act Reference Guide | Available on the website  |
| 5. CSC Management Procedures             | Available on the website  |

### CONSTITUTION SUMMARY

Key reforms include:

- \* Board size: 3 to 9 Directors
- \* Board determines future election vacancies with anti-manipulation safeguards
- \* Directors serve 3-year staggered terms
- \* Casual vacancies expire at next AGM unless law requires otherwise
- \* No chair casting vote at general meetings
- \* No chair casting vote at Board meetings
- \* Tied votes fail
- \* Operational Rules subordinate to Constitution
- \* Constitution amendable only by Special Resolution
- \* ACT gaming community contribution reporting obligations recognised
- \* Strengthened conflict of interest governance
- \* Procedural fairness protections



# CANBERRA SERVICES CLUB LTD

## CONSTITUTION

Australian Business Number (ABN) [008 390 896]

Canberra Services Club Limited

Date:

A Company limited by guarantee

### Preamble

Canberra Services Club Ltd exists “for those who serve our community and country” and is committed to supporting Members, commemorative values, community welfare, lawful community club operations and broader community benefit activities consistent with its objects.

### 1. Preliminary

1. The name of the Company is Canberra Services Club Ltd ACN 008 390 896.
2. The Company is a public Company limited by guarantee.
3. The Company operates on a not-for-profit basis.
4. The replaceable rules in the Corporations Act 2001 (Cth) do not apply to the Company except to the extent mandatory by law.

### 2. Definitions and Interpretation

1.1 In this Constitution:

- (a) **Act** means the Corporations Act 2001 (Cth).
- (b) **Board** means the Directors acting collectively.

(c) **Club** means the club operated by the Company, namely the Canberra Services Club Limited.

(d) **Chairperson** means the person appointed to preside as chair of the Board or a general meeting as applicable.

(e) **Company** means Canberra Services Club Ltd ACN 008 390 896.

(f) **Conflict of interest** means where a person's personal, financial, professional, or other interests or relationships conflict with, could conflict with, or could reasonably be perceived to conflict with, the proper performance of their duties to the Company. This includes 'material personal interest' under Clause 15 and as defined under the Act.

(g) **Defence Force** has the same meaning as in the Defence Act 1903 (Cth).

(h) **Director** means a Director of the Company.

(i) **Director Finance and Risk** means the Director appointed by the Board to perform the finance and risk functions normally associated with a treasurer, subject to the Act and this Constitution.

(j) **Director Governance and Audit** means the Director appointed by the Board to assist with governance and audit oversight, subject to the Act and this Constitution.

(k) **Emergency Services** includes statutory bodies responsible for the saving of lives and/or property, including Federal, State and Territory police services, fire and rescue services, rural and country fire departments, ambulance services, St John Ambulance, State and Territory Emergency Services, and other bodies recognised by the Board in the Operational Rules.

(l) **General Manager** means the person appointed by the Board to manage the Club and assist the Company to comply with the Gaming Machine Act 2004 (ACT), the Liquor Act 2010 (ACT), and applicable Licence conditions.

(m) **Gaming Act** means the Gaming Machine Act 2004 (ACT).

(n) **Law Enforcement** includes law enforcement bodies recognised by the Board in the Operational Rules and, where relevant, has the meaning given to law enforcement related expressions in the Crimes Act 1914 (Cth).

(o) **Liquor Act** means the Liquor Act 2010 (ACT).

(p) **Member** means a person entered in the Register of Members.

(q) **Operational Policies** means policies adopted, amended, or repealed by the Board.

(r) **Operational Rules** means rules adopted, amended, or repealed by the Board.

(s) **Register** means the Register of Members maintained by the Company.

(t) **Secretary** means the Company secretary of the Company.

(u) **Special Resolution** has the meaning given in the Act.

(v) **Suitable Person** means a suitable person within the meaning of the Liquor Act 2010 (ACT), to the extent applicable.

1.2 *Headings* are for convenience only and do not affect interpretation.

1.3 A reference to legislation includes any amendment, replacement or re-enactment of that legislation.

### 3. Interpretation

3.1 Unless the contrary intention appears, the following Interpretation principles apply:

- (a) the singular includes the plural and vice versa;
- (b) references to legislation include amendments, consolidations, re-enactments, and replacements;
- (c) headings are for convenience only and do not affect interpretation;
- (d) references to persons include natural persons, corporations, and other legal entities.

### 4. Company Type and Replaceable Rules

4.1 The Company is a public Company limited by guarantee.

4.2 The liability of Members is limited in accordance with clause 9.

4.3 This Constitution governs the Company to the exclusion of the replaceable rules in the Corporations Act 2001 (Cth), except that where this Constitution is silent on a procedural matter, any replaceable rule applicable to a public company limited by guarantee may operate to the extent it is not inconsistent with this Constitution.

### 5. Purpose

**The Company exists to operate as a community club supporting those who serve our community and country, to promote the social, recreational, welfare, commemorative and community interests of its Members, and to support broader community benefit activities consistent with its objects.**

### 6. Objects

The objects of the Company include:

- 6.1 operating and maintaining a lawful community club;
- 6.2 promoting social, recreational, sporting, welfare, commemorative and community activities;
- 6.3 supporting charitable and community benefit initiatives;
- 6.4 operating lawful hospitality, gaming and liquor activities where authorised;
- 6.5 promoting responsible gambling and responsible service of alcohol;
- 6.6 fostering safe, respectful, and lawful community participation;
- 6.7 applying proceeds from gaming towards the support of the Company's activities and community programs consistent with this Constitution.

### 7. Not-for-Profit Status

7.1 The income and property of the Company must be applied solely towards the promotion of the Purpose and Objects of the Company.

7.2 No portion of the income or property of the Company may be paid or transferred directly or indirectly to Members except as permitted by law, including:

- (a) bona fide remuneration for goods or services provided to the Company;
- (b) reimbursement of expenses properly incurred on behalf of the Company; or
- (c) payments made in good faith and on arm's length terms.

7.3 Surplus funds must be reinvested into the Company, its purpose, its objects, and its community purposes.

## 8. Membership

8.1 Membership is governed by **Schedule 2** of this Constitution and Operational Rules and Operational Policies.

8.2 The Board may admit Members in accordance with this Constitution and the Operational Rules and Operational Policies.

8.3 Membership applications must be considered fairly, lawfully, consistently and in good faith.

8.4 Voting rights arise only as expressly provided in this Constitution.

8.5 The Company must maintain a Register of Members in accordance with the Act.

8.6 A Member whose subscription or other monies owing to the Company remain unpaid after the due date is not entitled to:

- (a) vote;
- (b) nominate for office;
- (c) stand for election;
- (d) nominate a candidate for election; or
- (e) introduce guests,

until all outstanding amounts are paid unless the Board determines otherwise in exceptional circumstances.

8.7 Membership is personal and is not transferable.

## 9. Member Guarantee

9.1 Each Member undertakes to contribute an amount not exceeding \$20 to the property of the Company if it is wound up while the person is a Member or within one year after ceasing to be a Member.

9.2 The contribution may be applied towards payment of the debts and liabilities of the Company, the costs of winding up, and adjustment of the rights of contributories.

## **10. Guests and Visitors**

10.1 Members may introduce guests in accordance with the Operational Rules, Operational Policies and applicable law.

10.2 Liquor may only be supplied to guests in the Company of a Member and in accordance with applicable law and Licence conditions.

10.3 Members remain responsible for the conduct of their guests while on Club premises.

10.4 The Board may adopt Operational Rules governing visitors, temporary members, reciprocal rights and guest sign-in processes.

## **11. General Meetings and Voting**

11.1 General meetings must be convened and conducted in accordance with law.

11.2 A quorum for a general meeting is 10 voting Members present personally or by permitted electronic attendance unless the Act requires otherwise.

11.3 Each voting Member has one vote.

11.4 The chair of a general meeting has no casting vote.

11.5 If votes on a resolution are equal, the resolution fails.

11.6 Special Resolutions require at least 75% approval of votes cast by Members entitled to vote.

11.7 General meetings may be conducted wholly or partly by electronic means approved by the Board, provided Members are given a reasonable opportunity to participate.

11.8 The Board may determine procedures for notices, voting, proxies, and electronic participation, subject to the Act and this Constitution.

11.9 The Company must hold an Annual General Meeting each calendar year in accordance with the Act.

## **12. BOARD COMPOSITION**

12.1 The Company must have no fewer than three (3) Directors and no more than nine (9) Directors.

12.2 Subject to this Constitution, the Board may determine the number of Director positions to be filled within that range from time to time, having regard to governance, operational and strategic requirements.

12.3 Safeguards

Any change to the number of Director positions:

(a) must be made in good faith;

(b) must not be made for the purpose of influencing or distorting an election outcome;

(c) takes effect only for a future election cycle;

(d) must be disclosed to Members before nominations open.

12.4 Employees of the Company may not serve as Directors.

## 13. Director Terms

13.1 Each elected Director holds office for three (3) years commencing at the conclusion of the Annual General Meeting at which they are elected.

13.2 Directors are eligible for re-election unless disqualified.

13.3 Director terms should, as far as reasonably practicable, operate on a staggered basis. Directors hold office for three-year staggered terms unless otherwise determined under transitional arrangements approved by Members.

13.4 Transitional arrangements may be implemented to establish staggered terms following adoption.

13.5 A Director appointed to fill a casual vacancy holds office until the next Annual General Meeting unless otherwise required by law.

## 14. Directors

14.1 Directors are responsible for governance, compliance, financial oversight, and strategic direction.

14.2 Directors must comply with all duties imposed by law.

14.3 Employees of the Company are not entitled to vote in Board elections, hold office as Directors, or nominate candidates for election unless otherwise permitted by law.

14.4 A Director ceases holding office if the Director:

- (a) resigns by written notice to the Company;
- (b) dies;
- (c) becomes legally disqualified;
- (d) becomes insolvent or otherwise disqualified by law;
- (e) is absent from three consecutive Board meetings without leave approved by the Board;
- (f) ceases to satisfy eligibility requirements.
- (g) is removed by ordinary resolution of Members, in accordance with the Act; or
- (h) otherwise vacates office under the Act.

14.5 A casual vacancy may be filled by the Board by appointing a person eligible to be a Director. A person appointed to fill a casual vacancy holds office until the next Annual General Meeting unless otherwise required by law.

14.6 The quorum for Board meetings is a majority of Directors holding office.

14.7 Board meetings may be held in person, by electronic means, or by a combination of both.

## 15. Directors - Conflict of Interest/Material Personal Interests

15.1 A Director must, as soon as practicable, complete the Company Register of Interest to ensure compliance with the Act.

15.2 A Director who has, directly or indirectly, a material personal interest in a matter that relates to the affairs of the Company must, as soon as practicable after becoming aware of that interest, disclose the nature and extent of that interest to the Board in accordance with the Act.

15.3 Unless permitted by law, a Director who has a material personal interest in a matter must not:

- (a) be present while the matter is being considered by the Board;
- (b) participate in discussions or deliberations relating to the matter;
- (c) attempt to influence the consideration or outcome of the matter;
- (d) receive confidential Board papers or information relating to the matter; or
- (e) vote on the matter.

15.4 A Director excluded under this clause is not to be counted in determining whether a quorum is present for that matter.

15.5 The Secretary must ensure that the following are formally recorded in the minutes:

- (a) the nature of the disclosed interest;
- (b) the Director's withdrawal from deliberation;
- (c) confirmation that the Director did not vote; and
- (d) the actions and decisions of the remaining quorum.

15.6 For the purposes of this clause, a material personal interest includes (without limitation) interests involving:

- (a) a spouse, partner, or close family member;
- (b) a Company, trust, or business in which the Director has an interest;
- (c) a contractor, supplier or adviser connected with the Director;
- (d) employment, consultancy, remuneration or financial benefit;
- (e) any circumstance that could reasonably give rise to a perception of conflict.

15.7 A failure to comply with this clause constitutes serious misconduct and may be grounds for:

- (a) Board censure;
- (b) referral for legal or regulatory review;
- (c) suspension from Board committees;
- (d) or removal from office in accordance with this Constitution and applicable law.

15.8 The Directors acknowledge that the Company intends to maintain governance standards exceeding the minimum statutory requirements applicable to public companies limited by guarantee and Licenced community clubs.

## **16. Election of Directors**

16.1 Elections for Directors must be conducted prior to or at the Annual General Meeting.

16.2 Nominations must:

- (a) be in writing;
- (b) include the nominee's written consent;
- (c) be signed by two voting Members;
- (d) confirm the nominee's eligibility to act as a Director; and
- (e) be lodged with the Secretary at least 14 days before the election unless the Board determines a longer period in the Operational Rules.

16.3 If nominations exceed vacancies, an election must be conducted by secret ballot.

16.4 The Board may adopt Operational Rules governing election procedures, ballot methods, electronic voting, postal voting, returning officers and scrutineers.

16.5 The core right of Members to elect Directors may not be removed or materially reduced by Operational Rules.

## **17. Powers of the Board**

17.1 The Board may exercise all powers of the Company except those reserved to Members by law or this Constitution.

17.2 In exercising the powers of the Company, the Board must act in good faith in the best interests of the Company as a whole, having regard to its legal obligations, financial sustainability, solvency, regulatory compliance obligations, and long-term strategic interests, and is not required to seek Member approval except where required by law or this Constitution.

17.3 Without limiting clause 17.1, the Board may:

- (a) borrow or raise money and give security for debt, liability, or obligation of the Company;
- (b) acquire, purchase, lease or otherwise obtain real or personal property;
- (c) sell, transfer, assign, exchange or otherwise dispose of any real or personal property of the Company;
- (d) grant leases, Licences, easements, mortgages, charges, or other interests over Company property;
- (e) enter into contracts or arrangements relating to Company property on terms the Board determines;
- (f) establish committees and advisory groups;
- (g) adopt policies and guidelines for the management of the Company; and
- (h) do all things necessary or convenient for the proper conduct and management of the Company.

17.4 The Board may adopt, amend or repeal Operational Rules, policies and guidelines for matters required, permitted, necessary, expedient or convenient under this Constitution.

17.5 At the first Board meeting after each Annual General Meeting, the Board may elect office bearers from among the Directors. Office bearers may include:

- (a) President;
- (b) Vice President;

- (c) Director Finance and Risk; and
- (d) Director Governance and Audit.

17.6 If an office bearer position becomes vacant, the Board may appoint another Director to fill that office bearer position until the next Annual General Meeting.

17.7 The Board may delegate operational authority to the General Manager, subject to Board oversight, applicable law, Licence conditions and any policy adopted by the Board.

17.8 A delegation does not relieve the Board of ultimate responsibility for governance and compliance.

## **18. Board Meetings**

18.1 Board meetings may be held physically, electronically or in hybrid form.

18.2 Each Director has one vote.

18.3 The chair of a Board meeting has no casting vote.

18.4 If votes are equal, the proposed resolution fails.

18.5 Unless required by law, all matters presented to and discussed at Board Meetings are to be considered 'Board-in-Confidence' and should not be disclosed outside of Board Meetings without the consent of the Board, except where disclosure is required by law, legal duty, protected disclosure, or authorised legal advice.

## **19. Compliance Obligations**

19.1 The Company must comply with all applicable legal obligations including:

- (a) the Act;
- (b) other relevant Commonwealth legislation including but not limited to work, health and safety, fair work and privacy legislation and relevant ACT legislation;
- (c) applicable statutory community contribution and reporting obligations.

19.2 The Company must maintain appropriate financial, governance, audit, risk and compliance systems.

19.3 If any provision of this Constitution is inconsistent with applicable corporations, liquor or gaming legislation, the legislation prevails to the extent of inconsistency.

19.4 No Director, employee or contractor may receive remuneration calculated by reference to liquor sales, gaming revenue or gaming turnover.

19.5 the Board must maintain systems to monitor compliance with liquor, gaming, corporations, workplace, safety, privacy and taxation obligations applicable to the Company.

## **20. Secretary and Management**

20.1 The Company must appoint a Secretary in accordance with the Act.

20.2 The Secretary is responsible for records, compliance filings and liaison with regulators, subject to Board oversight.

20.3 The Board may appoint a General Manager and delegate operational and other authority subject to Board oversight.

## **21. Discipline**

21.1 Members must comply with this Constitution, Operational Rules, Policies and lawful directions.

21.2 Members may only be disciplined in accordance with procedural fairness and the Operational Rules and Policies.

21.3 Disciplinary action may include warning, suspension, restriction of access, termination of membership, or other action permitted by the Operational Rules and Policies.

21.4 A Member must be given notice of allegations and a reasonable opportunity to respond before a final disciplinary decision is made, except where immediate action is necessary to protect safety, compliance or the Company's interests.

21.5 Except in urgent safety or compliance circumstances, disciplinary action affecting membership rights must be undertaken with procedural fairness.

## **22. Operational Rules**

22.1 The Board may adopt, amend or repeal Operational Rules consistent with this Constitution.

22.2 Operational Rules must not amend this Constitution or override Constitutional or statutory rights.

22.3 If inconsistency exists between this Constitution, Operational Rules, policies or procedures, this Constitution prevails.

22.4 Operational Rules must not materially diminish the Member rights created by this Constitution.

22.5 Operational Rules may regulate the following:

- (a) membership administration;
- (b) entry requirements;
- (c) guest procedures;
- (d) conduct and behaviour;
- (e) use of Club facilities;
- (f) gaming and liquor compliance procedures;
- (g) disciplinary processes;
- (h) dispute resolution procedures;
- (i) whistleblower procedures;
- (j) election procedures;
- (k) operational and administrative matters; and

(l) any other matter contemplated by this Constitution.

22.6 All Members, guests, Directors, employees and contractors must comply with the Operational Rules.

22.7 The Company must make Operational Rules reasonably available to Members.

22.8 The Board may delegate responsibility for implementation and enforcement of Operational Rules to the General Manager or other management personnel.

22.9 The Operational Rules will be supported by relevant Operational Policies that are adopted by the Board.

## **23. Accounts and Audit**

23.1 The Company must maintain proper financial records in accordance with the Act.

23.2 Financial statements must be prepared, audited or reviewed where required by law.

23.3 The Board must ensure appropriate financial controls, risk controls and reporting systems are maintained.

## **24. Indemnity, Insurance and Director Access**

24.1 To the maximum extent permitted by the Act, the Company indemnifies its officers against liabilities incurred in good faith in the proper performance of their duties.

24.2 To the maximum extent permitted by the Act, indemnity is a continuing obligation and is enforceable by an officer even after ceasing to hold office.

24.3 To the maximum extent permitted by the Act, the Company may pay or agree to pay premiums for insurance for current or former officers of the Company.

24.4 A Director may access Company records for the purposes of performing their duties, subject to confidentiality, privacy and legal requirements.

## **25. Winding Up**

25.1 If the Company is wound up, surplus assets must not be distributed to Members.

25.2 Surplus assets must be transferred to another not-for-profit organisation with similar purposes and restrictions on distribution to Members.

25.3 The recipient organisation must be determined by Members at or before winding up, failing which by the court or other lawful authority.

## **26. Amendments**

26.1 This Constitution may only be amended by Special Resolution.

26.2 The Board must ensure Members are given adequate information about proposed Constitutional amendments before voting.

## **SCHEDULE 1 - NOT-FOR-PROFIT AND COMMUNITY BENEFIT PRINCIPLES**

1. The Company must operate solely on a not-for-profit basis.
2. No assets or income may be distributed to Members except lawful remuneration, reimbursement or payment permitted by this Constitution and law.
3. Any surplus income or assets must be applied to the Company's purpose, objects, community activities, facilities and lawful not-for-profit purposes.
4. The Company may seek or maintain any tax, not-for-profit, charity or community organisation status for which it is eligible
5. Community benefit activities may include welfare, commemorative, charitable, sporting, recreational and community support activities.
6. Gaming-derived funds must be applied consistently with applicable law.
7. On winding up, surplus assets must be transferred to another not-for-profit entity with similar purposes and equivalent restrictions on distributions.

## **SCHEDULE 2 – MEMBERSHIP PRINCIPLES**

2.1 Membership must be administered fairly, lawfully and consistently.

2.2 Voting rights arise only under the Constitution.

2.3 Membership discipline must preserve procedural fairness.

2.4 There are two classes of ordinary voting membership: Service Member and Member.

2.5 A Service Member is a Member who is:

(a) a member or former member of the Australian Defence Force or the Defence forces of another country;

(b) a member or former member of the Australian Federal Police, a Territory or State police service within Australia, or the police force of another country;

(c) a member or former member of an Australian Law Enforcement organisation or a Law Enforcement organisation of another country;

(d) a member or former member of an Australian Emergency Services organisation or an Emergency Services organisation of another country; or

(e) a person included in an indicative list of recognised service organisations maintained in the Operational Rules.

2.6 Notwithstanding 2.5 above, the Board can exclude a person from becoming a Service Member if such a membership is likely to bring the Company into disrepute.

2.7 A Member is a person who is:

(a) a member of a community group, association, charity or not-for-profit entity that provides a service to the community;

(b) in the opinion of the Board, a fit and proper person to be a Member and resides in the ACT or surrounding region;

(c) deemed by the Board to be eligible as a Member and is not a Service Member; or

(d) included in an indicative list of recognised community organisations maintained in the Operational Rules.

2.8 Notwithstanding 2.7 above, the Board can exclude a person from becoming a Member if such a membership is likely to bring the Company into disrepute.

2.9 The Board may, through Operational Rules, establish processes for Life Membership in recognition of exceptional, loyal and outstanding service and contribution to the Company.

2.10 Service Members, Members and Life Members have voting rights, subject to this Constitution.

2.11 The Board may, through Operational Rules, create non-voting affiliated, temporary, honorary, reciprocal or visitor categories to allow persons to utilise services of the Company without voting rights.

2.12 The Members of the Company are those persons who are Members at the time this Constitution is adopted and any other person admitted as a Member in accordance with this Constitution who has not ceased to be a Member.

2.13 Membership matters may be regulated by Operational Rules, provided those rules do not remove core voting rights granted by this Constitution.

### **SCHEDULE 3 - GOVERNANCE PRINCIPLES**

3.1 The Board must promote transparency, accountability, ethical conduct, compliance and risk management.

3.2 The Company must maintain systems for governance oversight and regulatory compliance.

3.3 The Board may adopt a contemporary Statement of Strategic Intent and make it reasonably available to Members to promote transparency and accountability.

3.4 The Statement of Strategic Intent is a governance document and may be reviewed and updated by the Board. It does not override this Constitution.

3.5 The Board may adopt charters, policies and registers dealing with conflicts of interest, delegations, risk, compliance and audit.

### **SCHEDULE 4 - COMMUNITY BENEFIT AND GAMING RETURNS PRINCIPLES**

4.1 Gaming revenue must support the Company's objects and community benefit initiatives.

4.2 The Company must ensure that gaming proceeds are applied consistently with this Constitution, the Gaming Act, and applicable regulatory requirements.

4.3 Annual reports to Members must include, where applicable, information about gaming revenue, community contributions and harm minimisation activities.

4.4 Community benefit initiatives may include support for veterans, service personnel, emergency services personnel, community organisations, charities, sporting groups, cultural programs and welfare initiatives.

4.5 No gaming revenue may be distributed to Members.

## **SCHEDULE 5 - GOVERNANCE AND COMPLIANCE PRINCIPLES**

5.1 Directors must disclose conflicts of interest and comply with fit and proper person standards applicable to the Company and its Licences.

5.2 The Company must maintain harm minimisation systems and compliance procedures for liquor and gaming operations.

5.3 The Board must ensure appropriate registers, policies, training records and reporting processes are maintained.

5.4 The Board must review compliance matters regularly and ensure corrective action is taken where deficiencies are identified.

5.5 The Board may establish compliance committees or designate responsible officers to assist with oversight.