



INGLEBURN RSL SUB-BRANCH CLUB LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Annual General Meeting

Notice is hereby given to members of the Annual General Meeting of the Club which is to be held in the Bardia Room of the Club 70 Chester Road Ingleburn on Thursday 28th April 2022 commencing at 8pm.

The Agenda

1. To confirm the minutes of the previous Annual General Meeting held on Thursday 22nd April 2021.
2. To receive apologies.
3. To receive and consider for adoption the President's Annual Report.
4. To receive and consider for adoption the Statement of Financial Performance for the year ended 31st December 2021, and the Statement of Financial Position as at 31st December 2021, together with the Auditor's Report thereon.
5. To announce the result of the Ballot for Directors and declare Directors elected in accordance with the triennial rule.
6. To consider and vote upon the Ordinary Resolutions as set out below.
7. To consider and vote upon the Special Resolutions as set out below.
8. To deal with any other business that the meeting approves of, of which due notice has not been given.

Voting for Directors

Election Voting for Club Directors will take place in the Club foyer and will be conducted by Australian Electoral Company during the following times:

Wednesday	20th April 2022	10am to 8pm
Thursday	21st April 2022	10am to 8pm
Friday	22nd April 2022	10am to 8pm
Saturday	23rd April 2022	10am to 8pm
Sunday	24th April 2022	10am to 8pm

Election results will be declared at the Club's AGM held on Thursday 28th April 2022.

First Ordinary Resolution

- "(a) That pursuant to the Registered Clubs Act the members hereby approve and agree to expenditure by the Club in a sum not exceeding (\$90,000) over the following 12 months until the next Annual General Meeting of the Club for the following expenses subject to approval by the Board of Directors:
- i. The reasonable costs of Directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
 - ii. The reasonable costs (including travel and accommodation expenses and other reasonable out of pocket expenses) of Directors attending meetings, conferences and trade shows conducted by ClubsNSW, the Clubs Directors Institute, the Club Managers Association, RSL Clubs Association and the Leagues Clubs Association and such other conferences and trade shows as determined by the Board from time to time.
 - iii. The reasonable cost of Directors attending any other registered Clubs for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.

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- iv. The reasonable cost of Directors and partners of Directors attending any Club, Club industry, community, or charity functions as the representatives of the Club and authorised by the Board to do so and the reimbursement to Directors of reasonable out of pocket expenses when representing the Club at these functions.
 - v. The reimbursement of reasonable out of pocket expenses incurred by Directors travelling to and from any additional or special Board meetings or other duly constituted meetings of any committee of the Board.
 - vi. The reasonable cost of a meal and beverage for each Director before and after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
 - vii. The reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
 - viii. The reasonable cost of Directors entertaining guests whilst they are on duty at the Club provided such entertaining is limited to meals, beverages, and internal shows.
 - ix. The reasonable cost of supplying Directors with a Club blazer, a Club tie, trousers, and a Club shirt.
 - x. The provision of designated car parking spaces for Directors in the Club's car park.
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club."

Notes to Members on the First Ordinary Resolution

1. The first Ordinary Resolution is to have the members in general meeting approve various expenditure by the Club for Directors including to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses. Included in the First Ordinary Resolution is the cost of Directors attending functions as representatives of the Club and the costs of their spouses/partners also attending those functions.

Second Ordinary Resolution

- "(a) That the members hereby approve the payment of the following honorariums to the Directors of the Club for services as directors of the Club until the Annual General Meeting in 2023:
- (i) President - \$10,000.00; and
 - (ii) Directors other than the President - \$5,000.00 each.
- (b) Such honorariums to be paid by monthly or other instalments as the Club and President and the Club and each Director may agree from time to time.
- (c) If the President or a Director only holds office for part of the term, the honorarium shall be paid on a pro-rata basis."

Notes to Members on the Second Ordinary Resolution

1. The Second Ordinary Resolution is to have the members in General Meeting approve honorariums for the Directors of the Club for duties to be performed by them until the next Annual General Meeting. However, the honorariums will be paid on a pro-rata basis which means that a Director who only holds office for part of the year will only receive part of the honorarium. The honorarium proposed this year for the President is \$10,000 and for Directors is \$5,000 which is in recognition of the many hours of voluntary service provided by the President and the other Directors in attending to the Club's business.

Third Ordinary Resolution

That the members approve Ingleburn RSL Club absorbing, to a maximum of \$500, the catering cost of the wake of any Life Member of the Club held at the premises of the Club

Fourth Ordinary Resolution

That the members in accordance with the constitution of the Club approve to admit Glenn Cushion to Honorary Life Member of the Club.

Notes to Members on the Fourth Ordinary Resolution

The fourth Ordinary Resolution proposes to admit Glenn Cushion into Honorary Life Membership of the Club.

Procedural Matters in relation to all the Ordinary Resolutions

1. To be passed each ordinary resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.
2. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote.
3. Proxy voting is prohibited by the Registered Clubs Act.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in favour 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 meeting.
2. The First Special Resolution proposes amendments to Rules 26 and 27 of the Club's Constitution.
3. The Club's Constitution only allows Honorary Life members who were previously Service members, Ordinary members or Ordinary "A" Class members and financial Services members to vote on special resolutions to amend either Rule 26 or rule 27 of the Club's Constitution.
4. Accordingly, Honorary Life members who were previously Service members, Ordinary members or Ordinary "A" Class members and financial Service members can vote on all of the four (4) Special Resolutions but Financial Social members, financial Bowling members, Ingleburn Bowling Club members (excluding Ingleburn Bowling Club Junior members) can only vote on the Second, Third and Fourth Special Resolutions.
5. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
6. The Board of the Club recommends all of the four Special Resolutions to members.

FIRST SPECIAL RESOLUTION

If the Second Special Resolution is passed, that the Constitution of Ingleburn RSL Sub-Branch Club Limited be amended by:

- (a) **deleting** from Rule 26.1(a) the words *"two (2) Vice Presidents, a Treasurer and three (3) Ordinary Directors"* and **inserting** the words *"Vice President and five (5) Ordinary directors"*.
- (b) **deleting** from Rule 26.5 the words *"two (2) Vice Presidents, the Treasurer and one (1) Ordinary director"* and **inserting** the words *"Vice President and three (3) Ordinary directors"*.
- (c) **deleting** from Rule 27.2(v) the words *"two Vice Presidents and the Treasurer"* and **inserting** the words *"and Vice President"*.

Notes to Members on First Special Resolution

1. The Board currently consists of seven (7) directors comprising a President, two (2) Vice Presidents, Treasurer and three (3) Ordinary directors.
2. The First Special Resolution proposes to replace one of the two (2) Vice President positions and the Treasurer position with two (2) additional Ordinary director positions.
3. If the First and Second Special Resolutions are passed, the Board will consist of seven (7) directors comprising a President, a Vice President and five (5) Ordinary directors.
4. If the First and Second Special Resolutions are not both passed, the Board will continue to consist of seven (7) directors comprising a President, two (2) Vice Presidents, Treasurer and three (3) Ordinary directors.
5. Only Honorary Life members who were previously Service members, Ordinary members, or Ordinary "A"

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Class members are eligible to vote on this First Special Resolution.

SECOND SPECIAL RESOLUTION

If the First Special Resolution is passed, that the Constitution of Ingleburn RSL Sub-Branch Club Limited be amended by:

- (a) **deleting** from 3.1(g) the words "*Vice Presidents and Treasurer*" and inserting the words "*and Vice President*".
- (b) **deleting** Rule 29.3 and **inserting** the following new Rule 29.3:
"29.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act, then the Vice President shall take the chair of the meeting. If the Vice President is not present or is unwilling or unable to act, then the directors present shall elect one of their number to take the chair for that meeting."
- (c) **deleting** Rule 35.14 and **inserting** the following new Rule 35.14:
"35.14 The President shall be entitled to take the chair at every general meeting. If the President is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting."

Notes to Members on Second Special Resolution

The Second Special Resolution proposes to remove references to the second Vice President position and the Treasurer position from the Club's Constitution.

THIRD SPECIAL RESOLUTION

That the Constitution of Ingleburn RSL Sub Branch Club Limited be amended by:

- (a) **inserting** the following new Rule 3.1(h) and renumbering the remaining provisions of Rule 3.1 accordingly.
"*(h) Financial member*" means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates".
- (b) **inserting** the following new Rule 3.1 (q) and **renumbering** the remaining provisions of Rule 3.1 accordingly.
"*(q) Quarter*" means a period of 3 months ending on 31 March, 30 June, 30 September, or 31 December."
- (c) **deleting** Rule 3.2 and **renumbering** the remaining provisions of Rule 3 accordingly.
- (d) **deleting** Rule 12.2 and inserting the following new Rule 12.2:
"12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club, then that person shall cease to be a Provisional member of the Club and the joining fee (if any), and subscription submitted with the nomination shall be forthwith returned to that person."
- (e) **inserting** the following new Rules 15.4(c) and (d) and **renumbering** the remaining provisions of Rule 15.4 accordingly:
"*(c) the email address of the applicant;*
(d) the telephone number of the applicant;"
- (f) **deleting** the existing Rule 15.4(d) and **renumbering** the remaining provisions of Rule 15.4 accordingly.
- (g) **deleting** from Rule 15.8 the words "*and address*".
- (h) **deleting** Rule 16.1 and inserting the following new Rule 16.1:
"16.1 For the purposes of section 30 (2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.
- (i) **deleting** Rule 16.3 and **inserting** the following new Rule 16.3:
"16.3 Any person who has not paid his or her joining fee, subscription, levy or other payment:

- (a) *by the due date shall cease to be a Financial member and consequently, cease to be entitled to the privileges of membership of the Club; and*
- (b) *within one (1) month after the due date shall cease to be a member of the Club."*
- (j) **deleting** Rule 17.1 the figure "3.2" and **inserting** the figure "3.1(h)".
- (k) **deleting** Rule 18.1(a)(ii) and **renumbering** Rule 18.1(a) accordingly.
- (l) **deleting** from Rule 18.1(b) the words "*which shall be kept in accordance with Sections 30B (1) and 31(1) (b) of the Registered Clubs Act*" and **inserting** the words "*(other than those persons admitted to Honorary membership pursuant to Rule 13.1(c)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act*".
- (m) **deleting** from Rule 20.2(b) the words "*by a prepaid letter posted to the member's last known address*".
- (n) **inserting** the following new Rule 20.2(l) and (m):
 - "(l) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.
 - (m) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20 is not strictly complied with provided that there was no substantive injustice for the member charged."
- (o) **deleting** from Rule 20.3 the words "*or for six (6) weeks whichever is the sooner*".
- (p) **deleting** Rule 20.4 and **inserting** the following new Rule 20.4:
 - "20.4 *This Rule 20 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.*"
- (q) **inserting** the following new Rule 21.5:
 - "21.5 *This Rule 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.*"
- (r) **deleting** from Rule 22.1 the words "*or 20.3*" and **inserting** the words "*20.3 or 21*".
- (s) **deleting** from Rule 23.1(c) the words "*or the Liquor Act*" and **inserting** the words "*, Liquor Act and any other applicable law*".
- (t) **inserting** into Rule 23.1(f) the words "*or the employee exercising the power contained in this Rule*" after the word "*Secretary*".
- (u) **inserting** into Rule 25.1 the words "*(excluding those members under the age of eighteen (18) years)*" after the words "*All members*".
- (v) **inserting** at the end of Rules 25.4(a) and (b) the words "*or Rule 21*"
- (w) **inserting** the following heading and Rule 26A:
 - "26A. **DIRECTOR IDENTIFICATION NUMBER**
 - 26A.1 *A member shall not be entitled to be elected or appointed to the Board unless he or she holds a Director Identification Number*".
- (x) **inserting** at the end of Rule 28.3(i) the words "*and Liquor Act*".
- (y) **inserting** the following new Rule 28.3(o) and (p):
 - "(o) *delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof.*
 - (p) *issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.*"
- (z) **deleting** from Rule 29.1 the words "*in each calendar month*" and inserting the words "*per Quarter*".
- (aa) **inserting** the following new Rules 34.1(j) to (l) inclusive:
 - "(j) *does not hold or ceases to hold a Director Identification Number.*
 - (k) *was not eligible to be elected or appointed to the Board.*
 - (l) *ceases to hold the necessary qualifications to be elected or appointed to the Board*".
- (bb) **inserting** the following new 35.33:

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"35.33 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail".

(cc) **deleting** Rules 43.1 to 43.3 inclusive and **inserting** the following new Rules 43.1 to 43.5 inclusive:

"43.1 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;*
- (c) by sending it to the electronic address of the member;*
- (d) by notifying the member in accordance with Rule 43.2 (in the case of notices of general meetings (including Annual General Meetings) only).*

43.2 If the member nominates:

- (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*
- (b) an electronic means (the nominated access means) the member may use to access notices of meeting;*

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

- (c) that the notice of meeting is available; and*
- (d) how the member may use the nominated access means to access the notice of meeting.*

43.3 Where a notice is personally given to a member in accordance with Rule 43.1(a), the notice is received on the day the member is given the notice.

43.4 Where a notice is sent to a member in accordance with Rules 43.1(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

43.5 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rules 43.1(d) and 43.2, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available."

(dd) **inserting** the following new heading and Rule 48 as follows:

"48. MEETINGS AND VOTING

48.1 In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):

- (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*
- (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;*
- (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.*

48.2 If there is any inconsistency between Rule 48.1 and any other provision of this Constitution, Rule 48.1 shall prevail to the extent of that inconsistency."

Notes to Members on Third Special Resolution

1. The Third Special Resolution proposes some 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. **Paragraphs (a) to (c)** inclusive amend the definitions used in the Constitution.
3. **Paragraph (d)** clarifies that a person will cease to be a Provisional member of the Club if he or she is not elected to membership of the Club. This does not apply to persons who are already members of the Club.
4. **Paragraphs (e) to (g) inclusive** amend existing provisions relating to the admission to membership to bring

- the Constitution into line with the recent amendments to the Registered Clubs Act.
5. **Paragraph (h)** amends existing provisions relating to the payment of annual subscriptions to bring the Constitution into line with the recent amendments to the Registered Clubs Act. In this regard, the Registered Clubs Act no longer requires clubs to charge a minimum annual subscription of two dollars (\$2.00) but there is no restriction on clubs requiring members to pay an annual subscription.
 6. **Paragraph (i)** clarifies that any person who has not paid his or her joining fee, subscription, levy, or other payment:
 - (a) by the due date shall cease to be entitled to the privileges of membership of the Club; and
 - (b) within one (1) month after the due date shall cease to be a member of the Club.
 7. **Paragraphs (j) and (r)** amend cross references used in the Constitution.
 8. **Paragraphs (k) and (l)** amends existing provision relating to the register of members and guests to bring the Constitution into line with the recent amendments to the Registered Clubs Act.
 9. **Paragraphs (m) to (q) inclusive** slightly amend existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
 10. **Paragraphs (s) and (t) inclusive** amend existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
 11. **Paragraphs (u) and (v)** amend existing provisions relating to guests of members to bring the Constitution into line with the Liquor Act.
 12. **Paragraph (w)** clarifies that a member cannot hold office on the Board unless he or she holds a Director Identification Number as required by the Corporations Act.
 13. **Paragraph (x) and (y)** slightly amend existing provisions relating to the powers of the Board to bring the Constitution into line with best practice. These amendments are for clarification purposes only and they do not expand or change the powers of the Board.
 14. **Paragraph (z)** clarifies that the Board must conduct a board meeting at least once per quarter (as opposed to monthly). This reflects the recent amendments to the Registered Clubs Act and there is no restriction on the Board holding more than one (1) board meeting per quarter.
 15. **Paragraph (aa)** clarifies the circumstances in which a person will automatically cease to be a director of the Club.
 16. **Paragraph (bb)** clarifies that the Club can hold virtual only general meetings and Annual General Meetings. This reflects the Corporations Act.
 17. **Paragraph (cc)** amends existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act
 18. **Paragraph (dd)** clarifies that, in accordance with the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
 - (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
 - (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;
 - (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.

FOURTH SPECIAL RESOLUTION

That the Constitution of Ingleburn RSL Sub Branch Club Limited be amended by **deleting** the words "*Provided that the consent of members is required if the aggregate of any outstanding loans will exceed \$10,000,000*" from Rule 28.3(h) so that Rule 28.3(h) will appear as:

"(h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of

mortgage and/or charge upon or over all or any part of the Club's property both present and future."

Notes to Members on Fourth Special Resolution

1. The Fourth Special Resolution proposes to remove the current requirement for the Board to obtain the approval of members if the Board seeks to borrow funds or secure the repayment of any loan by way of mortgage etc if the aggregate of any outstanding loans will exceed \$10,000,000.
2. This requirement was included in the Rules of the Club over 15 years ago and the Club's financial position has considerably improved since this requirement was introduced.
3. The Board has received advice that most clubs do not have a restriction on borrowing in the Constitution and it is not legally required to have one.
4. Members can be assured that the Board will act prudentially when seeking to borrow funds for building works and improvements to the Club and the bank obviously has lending requirements which will be applied to any loan made to the Club.
5. In addition to this the value of \$10,000,000 today is significantly less than it was over 15 years ago, and the cost of building works has gone up at a greater rate than inflation in that period, which means that this requirement could in fact restrict the growth of the Club and any possible works and developments that it wishes to undertake in the future.

Note to members regarding financial queries

Members who wish to raise any queries or seek information at the Annual General Meeting about the Financial Report or other matters pertaining to the affairs of the Club, are asked to give the Chief Executive Officer notice in writing of their queries or requests by Friday 22nd April 2022. This will enable properly researched replies to be prepared for the benefit of Members.

Dated: 28th February 2022 By direction of the Board

Glenn Cushion
Chief Executive Officer



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