



NOTICE OF ANNUAL GENERAL MEETING

Annual General Meeting

Notice is hereby given to members of the Annual General Meeting of Ingleburn RSL Sub-Branch Club Limited (Club) which is to be held in the Bardia Room of the Club 70 Chester Road Ingleburn on Thursday, 30th May 2024 commencing at 8pm.

The Agenda

1. To confirm the minutes of the previous Annual General Meeting held on Thursday 20th April 2023.
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 2023, and the Statement of Financial Position as at 31st December 2023, 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. For the purposes of clause 4(4) of the Registered Clubs Regulation 2015 (NSW), the Chairman will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months.
9. To deal with any other business that may be dealt with at the Annual General Meeting.

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:

| | | |
|----------|---------------|-------------|
| Friday | 24th May 2024 | 10am to 8pm |
| Saturday | 25th May 2024 | 10am to 8pm |
| Sunday | 26th May 2024 | 10am to 8pm |
| Monday | 27th May 2024 | 10am to 8pm |
| Tuesday | 28th May 2024 | 10am to 8pm |

Election results will be declared at the Club's AGM held on Thursday, 30th May 2024.

First Ordinary Resolution

- "(a) That pursuant to the Registered Clubs Act 1976 (NSW) the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$100,000 for the period 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 & Services Clubs Association and Leagues Clubs Australia and such other conferences and trade shows as determined by the Board from time to

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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.
 - (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 next Annual General Meeting, subject to paragraphs (b) and (c) of this resolution:
- (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 Sub-Branch Club Limited (Club) adsorbing, to a maximum of \$500 plus

GST, the catering cost of the wake of any Life Member of the Club held at the premises of the Club.

Fourth Ordinary Resolution

That pursuant to rule 10.13 of the Constitution of Ingleburn RSL Sub-Branch Club Ltd (Club), the members approve admission of Geoff Grimes as an Honorary Life Member of the Club.

Notes to Members on the Fourth Ordinary Resolution

1. The Fourth Ordinary Resolution proposes to admit Geoff Grimes 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 1976 (NSW) (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.

First Special Resolution

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

- Deleting rules 15.4, 15.5 and 15.6 and inserting instead the following new rule 15.4, 15.5 and 15.6:
"15.4 Every application for membership of the Club shall be in writing, either in paper form or created electronically, and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
(a) the full name of the applicant;
(b) the residential address of the applicant;
(c) the email address of the applicant;
(d) the telephone number of the applicant;
(e) the date of birth and the age of the applicant;
(f) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
(g) subject to Rule 15(h), the signature of the applicant; together with the signature of a parent or guardian in the case of an application for Junior membership; and
(h) such other particulars as may be prescribed by the Board from time to time (including such particulars to allow for the receipt of an application electronically. For example, to allow for electronic signatures and/or authorisations where appropriate).

15.5 Except in the case of an online electronic application for membership, every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:

- (a) the joining fee (if any) and the appropriate annual subscription;
- (b) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.

15.6 The authorised officer of the Club to whom the application for membership is presented in accordance with Rule 15.5 above, shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall propose the applicant for membership by signing the application form and shall cause the application to be sent to the Secretary."

- Deleting rule 15.9 and inserting instead the following new rule 15.9:
"15.9 An interval of at least fourteen (14) days shall elapse between the receipt of an application of a person for election and the election of that person to membership of the Club."

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- Deleting rule 34.1 and inserting instead the following new rule 34.1:
"34.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
(a) is disqualified for any reason referred to in section 206B of the Act;
(b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
(c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
(d) by notice in writing given to the Secretary resigns from office as a director;
(e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act or Registered Clubs Act;
(f) is a director of another registered club;
(g) fails to disclose in accordance with Rule 30.1 the nature of any material personal interest in a matter that relates to the affairs of the Club;
(h) is occupying any part of the Club premises (which is the subject of a club licence held by the Club under the Liquor Act) under a licence agreement, contract or otherwise for monetary gain;
(i) ceases to be a member of the Club;
(j) becomes an employee of the Club;
(k) is removed from office in accordance with this Constitution;
(l) fails to complete the mandatory training requirements for directors referred to in Rule 26.10 within the prescribed period (unless exempted);
(m) does not hold or ceases to hold a Director Identification Number;
(n) was not eligible to be elected or appointed to the Board; or
(o) ceases to hold the necessary qualifications to be elected or appointed to the Board.
- Deleting rules 43.1 to 43.5 inclusive and inserting instead the following new rules 43.1 to 43.5:
"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 sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
43.2 Where a notice is sent to a member in accordance with Rule 43.1(a), the notice is deemed to be received on the day it is given to the member."
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 is sent to a member in accordance with Rule 43.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice."
- Renumbering subsequent rules and updating/amending internal cross-references to various rules throughout the Constitution as necessary because of the addition of the above new rules.

Notes to Members on the First Special Resolution

1. The First Special Resolution contains general updates to the Club's Constitution to allow for electronic membership applications and electronic notices to be sent to members, as set out in more detail below.
Rules 15.4 to 15.6 and rule 15.9
2. The proposed changes to rules 15.4, 15.5 and 15.6 are to specifically allow for the making of applications for membership in both paper and electronic formats.
3. In addition, in relation to applications for Junior membership, the parent or guardian of the applicant is required to authorise or sign the application.

4. Rule 15.9 is to be reworded to reflect that applications may be received electronically rather than at the Club's premises.

Rule 34.1

5. Rule 34.1 lists circumstances which give rise to a casual vacancy on the Board.
6. The proposed new rule 34.1 lists in sub-rules (f), (g) and (h). The addition of these new sub-rules will mean that a Director will lose office on the Board if they:
 - (a) are a director of another registered club;
 - (b) they fail to disclose a material personal interest they have in a matter relating to the affairs of the Club. For example, if they have a financial interest in a contract being considered by the Board; or
 - (c) occupies any part of the licensed premises of the Club (i.e. which are part of the licensed area under a club licence held by the Club under the Liquor Act 2007 (NSW) (Liquor Act), pursuant to a licence agreement or contract with the Club or otherwise for monetary gain. An example is a contract caterer occupying part of the Club's premises under a licence agreement.
7. These new circumstances for a casual vacancy on the Board are considered in the interests of the Club in order to ensure that its Directors are focused on the interests of the Club and not another registered club or their own personal interests in a matter.
8. New rule 34.1(h) will prevent a Director who acquires, whilst in office as a Director, an interest in a party which occupies any part of the Club's licensed premises under a licence or contract from continuing to hold office as a Director.
9. Although existing rule 30 (which is consistent with section 191 of the Corporations Act and clause 8(1)(a) of the Registered Clubs Accountability Code contained in the Registered Clubs Regulation 2015 (NSW) requires Directors to disclose to the rest of the Board matters in which they have a material personal interest, existing rule 34.1 does not result in a Director losing office for failing to make the disclosure. Most club constitutions include a clause in their casual vacancy provisions which result in a Director losing office if they fail to make the disclosure in accordance with the legislation.
10. It is intended that Directors may have certain material personal interests in matters relating to the affairs of the Club (other than an interest in a licence to occupy part of the Club's liquor licensed area) provided disclosure is made to the rest of the Board in accordance with the legislation, and subject to Board approval of the relevant contract by the Board.
11. The new rule 34.1 also corrects some punctuation or grammatical errors which are found in the existing rule 34.1. Rules 43.1 to 43.5
12. Notices from the Club to members, including notices of general meetings, are sent in accordance with the requirements of sections 110D and 249J of the Corporations Act 2001 (Cth) (Corporations Act). This includes electronic method of delivery, or advising members of how to access a notice. There were temporary Corporations Act provisions which were in place until 31 March 2022 and which were enacted to give some relief and assistance to companies following the COVID-19 pandemic.
13. Among the temporary COVID-19 provisions of the Corporations Act were an ability for a company to give its members electronic notice of a general meeting, even though normally this could only be done if a member nominates electronic form of notice being sent to the member. That is, the default method of giving notices of general meetings, including annual general meetings, was by post, unless a member elected to receive notices electronically and nominates an electronic address for that purpose.
14. The temporary changes to the Corporations Act were recently made permanent and are supplemented by recently enacted section 30C of the Registered Clubs Act. Companies, including registered clubs, now have the ability to give electronic notices of general meetings as the default method of delivery.
15. The proposed changes to rules 43.1 to 43.5 will make it clear that the Club can continue to give notices of meetings electronically, without requiring each member to formally nominate that method of delivery.
16. However, it will remain open for any member to request hard copies of notices by post/mail and the Club is required to send each member a notice in line with their preference if they make an election in accordance with the Corporations Act.

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Procedural matters in relation to the First Special Resolution

17. To be passed the First Special Resolution must receive votes in its favour from not less than a three quarters majority of those members, who being entitled to do so, vote in person at the meeting.
18. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote.
19. Proxy voting is prohibited by the Registered Clubs Act.

Second Special Resolution

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

- In rules 10.8(c) and 10.18(c) replacing the word "two" with the word "three", so that rule 10.8 and 10.18 will read as follows:
 - "10.8 Social members are entitled to:
 - (a) all the social privileges and advantages of the Club;
 - (b) attend and vote at Annual General Meetings and general meetings of the Club except on any Special Resolution to alter or amend Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 46.1;
 - (c) nominate for and be elected to hold up to a maximum of three positions of Ordinary Director on the Board;
 - (d) vote in the election of the Board;
 - (e) propose, second, or nominate any eligible member for Honorary Life membership any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership;
 - (g) introduce guests to the Club."
 - "10.18 Bowling members are entitled to:
 - (a) all the social and bowling privileges and advantages of the Club;
 - (b) attend and vote at Annual General Meetings and general meetings of the Club except on any Special Resolution to alter or amend Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 46.1;
 - (c) nominate for and be elected to hold up to a maximum of three positions of Ordinary Director on the Board;
 - (d) vote in the election of the Board;
 - (e) propose, second, or nominate any eligible member for Honorary Life membership any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership;
 - (g) introduce guests to the Club.
- Deleting rule 26.5 and inserting instead the following new rule 26.5:

"26.5 At least four (4) directors of the Board including the President, Vice President and two (2) Ordinary directors shall at all times be either Service Members or Honorary Life members who were previously Service Members, Ordinary Members or Ordinary "A" Class Members. The remaining three (3) Ordinary directors may be Social members, Bowling members or Ingleburn Bowling Club Bowling members or Honorary Life Members who were previously Social Members of the Club, provided that there is no minimum number of members from these classes of membership that will be on the Board."
- Deleting rules 26.9 and 26.10 and inserting instead the following new rules 26.9 and 26.10:

"26.9 A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
 - (a) is disqualified from managing any company under the Act;
 - (b) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (c) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
 - (d) is occupying any part of the Club premises (which is the subject of a club licence held by the Club under the Liquor Act) under a licence agreement, contract or otherwise for monetary gain ;
 - (e) is a director of another registered club;

- (f) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of twelve (12) months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting;
- (g) has at any time been convicted of an indictable offence;
- (h) is a former employee of the Club whose services were terminated by the Club for misconduct; or
- (i) was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board.

26.10 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by Registered Clubs Act, Gaming Machines Act and regulations made under them, or is otherwise mandatory training for a Director of the Club as a member of an industry association, for example whilst the Club is a member of ClubsNSW, such training as required for Directors under the ClubsNSW Gaming Code of Practice."

- Renumbering subsequent rules and updating/amending internal cross-references to various rules throughout the Constitution as necessary because of the addition of the above new rules.

Notes to Members on the Second Special Resolution

Rules 10.8(c), 10.18(c) and 26.5

1. Currently, at least 5 elected Board positions must be held by either Service Members or Honorary Life members who were previously Service Members, Ordinary Members or Ordinary "A" Class Members. The remaining elected Board positions may be held by Social members, Bowling members or Ingleburn Bowling Club Bowling members or Honorary Life Members who were previously Social Members of the Club.
2. If the Special Resolution is passed, the minimum number of Service Members or Honorary Life members who were previously Service Members, Ordinary Members or Ordinary "A" Class Members on the Board will be reduced from 5 to 4. This would allow up to 3 Social members, Bowling members or Ingleburn Bowling Club Bowling members or Honorary Life Members who were previously Social Members of the Club to hold positions on the Board. None of those 3 positions on the Board are reserved for them, and they may held by Service Members, Honorary Life members who were previously Service Members, Ordinary Members or Ordinary "A" Class Members if they receive a majority of votes for the positions or if they are appointed to fill a casual vacancy on the Board.
3. The reasons for the proposed changes are:
 - (a) the average age of Service Members, Honorary Life Members and Ordinary Members or Ordinary "A" Class Members and the relatively small percentage of those members in respect of the total Club membership;
 - (b) the likely further reduction in the percentage of membership of those classes referred to in paragraph 3(a) as a proportion of the total Club membership over time;
 - (c) recommendations of the Independent Pricing and Regulatory Tribunal's review of the Registered Clubs Industry (report dated June 2008) pertaining to lessening restrictions on Board membership (in order to widen the range of people who can become Board members); and
 - (d) providing a more balanced representation of the overall Club membership and the likely widening of the range of people who will seek to hold office on the Board.
4. The Board considers the proposed change to be progressive.

Rule 26.9

5. Existing rule 26.9 lists circumstances whereby a member is not eligible for nomination for election or appointment as a Director of the Club.
6. Proposed new rule 26.9 adds new paragraphs (a) to (e), so that a member is not eligible for nomination for election or appointment to the Board for those additional matters listed. For example, if a member is disqualified under the Corporations Act or is a director of another registered club, they will not be eligible for nomination as a Director of the Club.

7. The casual vacancy provisions set out in rule 34.1 list situations when an incumbent Director loses office. It is appropriate to also list similar circumstances at the "front end" i.e. at the time of nomination, whereby a member is not eligible to be nominated for election or appointment to the Board.
8. For example, the new rule will exclude a member from nominating as a Director if they are a director of another registered club or if they occupy a part of the Club's licensed premises (i.e. which is the subject of a club licence held by the Club under the Liquor Act) under a licence agreement, contract or otherwise for monetary gain. An example is a contract caterer who is occupying part of the Club's premises under a licence agreement.

Rule 26.10

9. Existing rule 26.10 only refers to mandatory training required under the Registered Clubs Act and Registered Clubs Regulation 2015 (NSW), but the proposed new rule now covers any additional training required under the Gaming Machines Act 2001 and the ClubsNSW Gaming Code of Practice.
10. The ClubsNSW Gaming Code of Practice requires the secretary manager/CEO and directors of registered clubs to complete Anti-Money Laundering and Counter Terrorism Financing Oversight Training within specified periods. As a member of ClubsNSW, the Club is bound by this mandatory requirement.
11. If a Director fails to undertake mandatory training required for a registered club director at law or as required under the ClubsNSW Gaming Code of Practice, then they automatically lose office on the Board pursuant to rule 34.1(i) (which will be renumbered as rule 34.1(l) if the First Special Resolution is passed).

Procedural matters in relation to the Second Special Resolution

12. To be passed the Second Special Resolution must receive votes in its favour from not less than a three quarters majority of those members, who being entitled to do so, vote in person at the meeting.
13. Pursuant to rule 46.1, only financial Service members and Honorary Life Members, who were previously Service Members, Ordinary Members or Ordinary "A" Class Members are eligible to vote on the Second Special Resolution. This is because the Second Special Resolution seeks to amend rules 10.8, 10.18 and 26, which are among the rules set out in rule 46.1 which can only be voted on by those members referred to in this paragraph.
14. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote.
15. Proxy voting is prohibited by the Registered Clubs Act.

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, 24th May 2024. This will enable properly researched replies to be prepared for the benefit of Members.

Dated: 21st February 2024

By direction of the Board

Glenn Cushion
Chief Executive Officer

Ingleburn
RSL Club



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