



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 30th July 2020 commencing at 7:30 pm.

THE AGENDA

1. To receive apologies.
2. To confirm the minutes of the previous Annual General Meeting held on Thursday 18th April 2019.
3. To receive and consider for adoption the President's Annual Report.
4. To receive and consider the directors' report, financial report and auditors' report on the financial report for the last financial year and any other reports of the Board or of individual officers of the Club. Copies of these reports are available on request at the Club and on the Club's website.
Please note: 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 July 2020. This will enable properly researched replies to be prepared for the benefit of Members. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.
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 and Special Resolutions as set out below in this notice.
7. 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:

Friday	24th July 2020	10am to 8pm
Saturday	25th July 2020	10am to 8pm
Sunday	26th July 2020	10am to 8pm
Monday	27th July 2020	10am to 8pm
Tuesday	28th July 2020	10am to 8pm

Election results will be declared at the Club's AGM held on Thursday 30th July 2020.

PROCEDURAL MATTERS IN RELATION TO ALL THE ORDINARY RESOLUTIONS

1. Ordinary Resolution – To be passed, an Ordinary Resolution must receive votes from not less than a majority (50% + 1) of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
2. Special Resolutions – 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.
3. Voting on Resolutions – Only Honorary Life members, financial Service members and financial Social members can vote on the Resolutions.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

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 ninety thousand dollars (\$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:

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

- 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.
 - 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) That 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 (and their partners in the case of (a)(iv) above).
-

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.
-

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 from the Annual General Meeting in 2020 until the Annual General Meeting in 2021:
- | | | |
|---|---|------------------|
| (i) President | - | \$10,000.00; and |
| (ii) Directors (other than the President) | - | \$5,000.00 each. |
- (b) Such honorariums are 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.
2. 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.
3. 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 adsorbing, 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

NOTE TO MEMBERS ON THE THIRD ORDINARY RESOLUTION

The Third Ordinary Resolution proposes for the Club to contribute up to \$500.00 towards the catering costs of the wake of any Life member of the Club which is held at the premises of the Club. This approval is required under the *Registered Clubs Act*.

FIRST SPECIAL RESOLUTION

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

- (a) inserting at the end of Rule 4.1(h) the words "and Liquor Act".
- (b) inserting the following new Rule 12.5:
"12.5 The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason."
- (c) deleting Rule 13.1(c) and inserting the following new Rule 13.1(c):
"(c) any person who produces evidence that he or she is a current or former member of the Australian Defence Force (as defined in the Registered Clubs Act)".
- (d) inserting into Rule 13.4(a) the words "or surname and initials" after the words "name in full".
- (e) deleting the heading "Addresses of Members" and Rule 19 and inserting the following new heading and Rule 19:
"19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS"
19.1 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details."
- (f) inserting into Rule 23.1(g) the words "by law," after the words "club licence,".
- (g) deleting Rule 25.12 and inserting the following new Rule 25.12:
"25.12 For the purposes of Rule 25.11(c), "responsible adult" means an adult who is:
 - (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor's spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor."
 - (h) inserting the following new Rule 29.10 and renumbering the remaining provisions of Rule 29 accordingly:
"29.10 In addition to Rule 29.9, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her email response agreeing to the proposed resolution."
 - (i) deleting Rules 30 to 32 inclusive and inserting the following new Rules 30 to 32 inclusive:

"30. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 30.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
 - (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 30.2.
- 30.2 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
 - (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

31. REGISTERED CLUBS ACCOUNTABILITY CODE

- 31.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 31.

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

31.2 For the purposes of this Rule 31, the following terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

31.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

- (a) the top executive’s terms of employment; and
- (b) the roles and responsibilities of the top executive;
- (c) the remuneration (including fees for service) of the top executive;
- (d) the termination of the top executive’s employment.

31.4 Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

31.5 Subject to Rule 31.7 and any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

31.6 A “pecuniary interest” in a company for the purposes of Rule 31.5 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

31.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

- (a) the Secretary or a manager; or
- (b) any close relative of the Secretary or a manager;
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

31.8 The Club must not:

- (a) lend money to a director of the Club; and
- (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

31.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

31.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person’s employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

31.11A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club’s premises;
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.

31.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 31.11.

TRAINING DISCLOSURES

31.13 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons of directors, the Secretary and managers of the Club for any exemptions from undertaking the training prescribed by the Registered Clubs Regulation.

31.14 The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information."

PROVISION OF INFORMATION TO MEMBERS

31.15 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

32. INTENTIONALLY DELETED".

(j) deleting Rules 34.1(a) and (b) and inserting the following new Rule 34.1(a):

"(a) is disqualified for any reason referred to in section 206B of the Act".

(k) deleting from Rule 34.1(f) the words "made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act or the Liquor Act" and inserting the words "or declaration made under the Act, Liquor Act or Registered Clubs Act".

(l) deleting Rule 35.4(a) and in lieu thereof inserting the following new Rule 35.4(a):

"(a) The Board must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting."

(m) inserting the following new headings and Rules 35.30 to 35.32 inclusive:

"CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

35.30 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

WITHDRAWAL OF RESOLUTIONS

35.31 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

USE OF TECHNOLOGY FOR GENERAL MEETINGS

35.32 The Club may hold a general meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting."

(n) deleting from Rule 38.1(d) the words "forty-eight (48)" and inserting the words "seven (7) days".

(o) deleting Rules 43.1 and 43.2 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 recorded for that member in the Register of Members kept pursuant to this Constitution;
- (c) by sending it to the electronic address (if any) nominated by 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

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

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 sent by post to a member in accordance with Rule 43.1, the notice shall be deemed to have been received by the members:

(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

43.4 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

43.5 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 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."

NOTES TO MEMBERS ON FIRST SPECIAL RESOLUTION

1. The First Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the *Corporations Act, Liquor Act, Registered Clubs Act* and their associated regulations.
2. Paragraphs (a) inserts an appropriate reference to the *Liquor Act*.
3. Paragraph (b) clarifies that the Club can terminate the membership of a Provisional member at any time without notice and without having to provide any reason.
4. Paragraphs (c) and (d) amend existing provisions relating to Honorary membership to bring the Constitution into line with the *Registered Clubs Act*.
5. Paragraph (e) clarifies that members must advise the Secretary of changes to their contact details.
6. Paragraph (f) clarifies that employees of the Club can remove persons from the Club's premises if they are legally required to do so.
7. Paragraph (g) amends the definition of "responsible adult" to reflect the definition contained in the *Liquor Act*.
8. Paragraph (h) clarifies that a board resolution can be passed by way of email. This is permitted by the *Corporations Act*.
9. Paragraph (i) amends existing provisions regarding corporate governance and accountability to bring the Constitution into line with the *Corporations Act* and *Registered Clubs Act*.
10. Paragraphs (j) and (k) amends existing provisions regarding vacancies on the Board to bring those provisions into line with the *Corporations Act, Liquor Act* and *Registered Clubs Act*.
11. Paragraphs (l) and (m) amends existing provisions relating to general meetings to bring the Constitution into line with the *Corporations Act*.
12. Paragraph (n) amends a cross reference to the *Registered Clubs Act*.
13. Paragraph (o) amends existing provisions relating to notices to members to bring the Constitution into line with the *Corporations Act*.

SECOND SPECIAL RESOLUTION

That the Constitution of Ingleburn RSL Sub-Branch Club Limited be amended by deleting Rule 29.4 and in lieu thereof inserting the following new Rule 29.4:

"29.4 The quorum for a meeting of the Board shall be:

- (a) four (4) directors if there are eight (8) or less directors on the Board; or*
- (b) five (5) directors if there are nine (9) directors on the Board."*

NOTES TO MEMBERS ON SECOND SPECIAL RESOLUTION

1. The Constitution provides that the Board consists of seven (7) elected directors and up to two (2) additional directors who are appointed to the Board in accordance with the Registered Clubs Act. Therefore, there may be between seven (7) to nine (9) directors on the Board.
2. The Constitution currently provides that the quorum for a board meeting is five (5) directors and this applies irrespective of the number of directors on the Board.
3. The Board currently consists of seven (7) directors and it has had difficulties in achieving a quorum of five (5) directors for board meetings.
4. As a result, the Board wishes to reduce the quorum for board meetings to four (4) directors but it also wishes to ensure that the quorum is five (5) directors if there are nine (9) directors on the Board.
5. Therefore, if the Second Special Resolution is passed, the quorum for a board meeting will be:
 - (a) four (4) directors if there are eight (8) or less directors on the Board; and
 - (b) five (5) directors if there are nine (9) directors on the Board.

Dated: **18th June 2020** **By direction of the Board**

Glenn Cushion
Chief Executive Officer



INGLEBURN RSL CLUB | ABN 38 163 551 086
70 Chester Road Ingleburn NSW 2565
t 02 9765 7700 | f 02 9618 2130