

Notice to Members

Results of the 2020 Election (Group 1)

Under rule 26.7 of the club constitution, to be eligible to be elected to the Board of Directors, a member nominating must first attend a pre-nomination session.

The club received two (2) nominations for the vacant two (2) Service Director positions (Group 1). The two (1) members who nominated, all attended the pre-nomination session on Tuesday 30th June 2020. Because the club did not receive more than the required number of nominations (2), a ballot is not required this year.

Re-elected Unopposed

Terry Goldsworthy

Geoffrey Grimes

Glenn Cushion
Chief Executive Officer
Returning Officer

30/07/2020

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

2020 ELECTION OF DIRECTORS: ELECTION NOTICE

Members are advised that the Club's Annual General Meeting and the election of Directors will be conducted as follows:

The Club has set the date for this year's Annual General Meeting for **Thursday 30th July 2020**. The Annual General Meeting will be held in the Bardia Room at 7.30 pm.

This Notice sets out important information about the election process and the ballot for the election of the Board of Directors of the Club.

The Club's Chief Executive Officer is the Returning Officer for the election and the Australian Electoral Company are assisting with the conduct of the ballot.

Closing of the Roll of eligible members

The roll of eligible members will close at midnight on Friday 17th July 2020.

Nominations:

The triennial rule for the election of a board was introduced in 2013 when seven (7) directors were elected to the Board and then by a draw separated in to three (3) groups. Two (2) directors were drawn in Group 1 and elected for one (1) year, two (2) directors were drawn in Group 2 and elected for two (2) years and three (3) directors were drawn in Group 3 and elected for three (3) years.

The Group 1 Director positions are up for election this year. Nominations are invited from eligible (Service) members for the two (2) Director positions.

Because of the Constitution all two (2) of these positions can only be filled by Service Members or Honorary Life Members who were previously Service Members of the Club. Please also note that under the new Constitution the two (2) newly elected Directors and the existing other five (5) Directors shall meet as soon as possible after the Annual General Meeting to elect from amongst themselves a President, a Treasurer and two (2) Vice Presidents.

Opening of nominations

Nomination forms are available from the Returning Officer between the hours of 10:00 am and 10:00 pm daily during the nomination period which shall be from **10.00 am on Wednesday 1st July 2020 until 10.00 pm on Wednesday 15th July 2020**.

Completed nomination forms must be returned to the returning officer via the Duty Manager between the hours of 10.00 am and 10.00 pm daily during the nomination period.

Closing of nominations

Nominations for the position of director (Eligible Members) shall be made on the nomination form and shall be signed by 2 financial members and must be lodged with the Secretary no later than **10.00 pm on Wednesday 15th July 2020**. Each nomination must be accompanied by a recent 100 mm wide and 150 mm deep colour photograph of the nominee that will be posted along with the nominee's name on the Club nomination board in the Club's foyer.

A nomination cannot be withdrawn after this time and any anomaly in the nomination form must be rectified before this time.

Qualifications:

To nominate, a candidate must be a financial member of the Club and have been a financial member of the Club for a continuous period of at least 3 years prior to nomination (**see rule 26.4**).

A member shall not be eligible to nominate, stand for or be elected to the position of President of the Club unless he shall have been a member of the Board for a minimum period of two (2) years immediately prior to such nomination or election (**see rule 26.5**).

Any member nominating for the Board must first attend a Pre-Nomination Information Session held at the Club's premises in order to be eligible to be elected to the Board (**see rule 26.7**). A pre-nomination session will be held in the Boardroom at the Club on **Tuesday 30th June 2020 at 6pm**.

Rules 26.8 and 26.9 of the Constitution also set out some disqualifying factors on nomination and each candidate must refer to those rules. Copies of the rules will be attached to the nomination form.

Should more than the required number of nominations be received a draw will be conducted by the Returning Officer to determine the order of candidates' names on the ballot paper at the Club's premises at 10am, Thursday 23rd July 2020. Candidates or their representatives and other members are invited to witness the draw.

Ballot:

If a ballot is necessary, voting will be conducted over the following dates and at the following times:

- Friday 24th July 2020 – 10.00 am to 8.00 pm
- Saturday 25th July 2020 – 10.00 am to 8.00 pm
- Sunday 26th July 2020 – 10.00 am to 8.00 pm

- Monday 27th July 2020 – 10.00 am to 8.00 pm
- Tuesday 28th July 2020 – 10.00 am to 8.00 pm

The results will be announced at the Annual General Meeting on Thursday 30th July 2020.

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 July 2020. This will enable properly researched replies to be prepared for the benefit of Members.

Any enquiries concerning this election should be directed to the Club's Chief Executive Officer.

Glenn Cushion

Chief Executive Officer

Returning Officer

NOTICE OF POSTPONEMENT OF THE CLUB'S ANNUAL GENERAL MEETING

Members are advised that the Board had scheduled this year's Annual General Meeting ("AGM") to take place at the Club's premises on 30 April 2020. Notice of the AGM has not yet been sent to members.

Due to new State Government restrictions to control the spread of coronavirus (also known as COVID-19), the licensed premises of all registered clubs in New South Wales were closed from 12noon on Monday 23rd March 2020.

Normally the Club would be required to hold its AGM by no later than 31st May 2020.

However, given the present circumstances, the Australian Securities and Investment Commission ("ASIC") has issued a statement which essentially provides the Club with an extension of time to hold its AGM.

The current extension of time requires the Club to hold its AGM on or before 31 July 2020 but ASIC will review this as the COVID-19 situation unfolds.

Because the Club's premises have been closed, the Board of the Club has resolved to postpone the Annual General until a later date.

We will notify members of the new date for the AGM when it is known.

There is an election for 2 Directors to the Board of the Club under the Triennial rule scheduled this year. Because the timing around the opening and closing of nominations and the ballot are all aligned with the date of the Annual General Meeting then the ballot for the election of these 2 positions will also be postponed. The current Board of Directors will remain in office until the conclusion of the postponed Annual General Meeting.

The Board had also proposed holding an **Extraordinary General Meeting** immediately after the AGM concluded to vote on the proposed amalgamation with Ingleburn Bowling Club. This proposed meeting has also been proposed and will be re-scheduled to take place on the same day as the AGM. As with the AGM we will notify members of the new date.

Dated: 25 March 2020

By Authority of the Board

Glenn Cushion
Chief Executive Officer

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

2020 ELECTION OF DIRECTORS: ELECTION NOTICE

Members are advised that the Club's Annual General Meeting and the election of Directors will be conducted as follows:

The Club has set the date for this year's Annual General Meeting for **Thursday 30th April 2020**. The Annual General Meeting will be held in the Bardia Room at 7.30 pm.

This Notice sets out important information about the election process and the ballot for the election of the Board of Directors of the Club.

The Club's Chief Executive Officer is the Returning Officer for the election and an independent company (TBC) are assisting with the conduct of the ballot.

Closing of the Roll of eligible members

The roll of eligible members will close at midnight on Friday 10th April 2020.

Nominations:

The triennial rule for the election of a board was introduced in 2013 when seven (7) directors were elected to the Board and then by a draw separated in to three (3) groups. Two (2) directors were drawn in Group 1 and elected for one (1) year, two (2) directors were drawn in Group 2 and elected for two (2) years and three (3) directors were drawn in Group 3 and elected for three (3) years.

The Group 1 Director positions are up for election this year. Nominations are invited from eligible Service) members for the two (2) Director positions.

Because of the Constitution all two (2) of these positions can only be filled by Service Members or Honorary Life Members who were previously Service Members of the Club. Please also note that under the new Constitution the two (2) newly elected Directors and the existing other five (5) Directors shall meet as soon as possible after the Annual General Meeting to elect from amongst themselves a President, a Treasurer and two (2) Vice Presidents.

Opening of nominations

Nomination forms are available from the Returning Officer between the hours of 10:00 am and 10:00 pm daily during the nomination period which shall be from **10.00 am on Wednesday 25th March 2020 until 10.00 pm on Wednesday 8th April 2020**.

Completed nomination forms must be returned to the returning officer via the Duty Manager between the hours of 10.00 am and 10.00 pm daily during the nomination period.

Closing of nominations

Nomination for the position of director (Eligible Members) shall be made on the nomination form and shall be signed by 2 financial members and must be lodged with the Secretary no later than **10.00 pm on Wednesday 8th April 2020**. Each nomination must be accompanied by a recent 100 mm wide and 150 mm deep colour photograph of the nominee that will be posted along with the nominee's name on the Club nomination board in the Club's foyer.

A nomination cannot be withdrawn after this time and any anomaly in the nomination form must be rectified before this time.

Qualifications:

To nominate, a candidate must be a financial member of the Club and have been a financial member of the Club for a continuous period of at least 3 years prior to nomination (**see rule 26.4**).

A member shall not be eligible to nominate, stand for or be elected to the position of President of the Club unless he shall have been a member of the Board for a minimum period of two (2) years immediately prior to such nomination or election (**see rule 26.5**).

Any member nominating for the Board must first attend a Pre-Nomination Information Session held at the Club's premises in order to be eligible to be elected to the Board (**see rule 26.7**). A pre-nomination session will be held in the Boardroom at the Club on **Tuesday 24th March 2020 at 6.00 pm**.

Rules 26.8 and 26.9 of the Constitution also set out some disqualifying factors on nomination and each candidate must refer to those rules. Copies of the rules will be attached to the nomination form.

Should more than the required number of nominations be received a draw will be conducted by the Returning Officer to determine the order of candidates' names on the ballot paper at the Club's premises on Noon, Thursday 9th April 2020. Candidates or their representatives and other members are invited to witness the draw.

Ballot:

If a ballot is necessary, voting will be conducted over the following dates and at the following times:

- Friday 17th April 2020 00 am to 8.00 pm
- Saturday 18th April 2020 00 am to 8.00 pm
- Sunday 19th April 2020 00 am to 8.00 pm
- Monday 20th April 2020 00 am to 8.00 pm
- Tuesday 21st April 2020 00 am to 8.00 pm

The results will be announced at the Annual General Meeting on Thursday 30th April 2020.

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 April 2020. This will enable properly researched replies to be prepared for the benefit of Members.

Any enquiries concerning this election should be directed to the Club's Chief Executive Officer.

Glenn Cushion

Chief Executive Officer

Returning Officer

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).
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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.
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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.
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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.

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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

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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



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NOTICE OF EXTRAORDINARY GENERAL MEETING

Extraordinary General Meeting and Resolutions

NOTICE is hereby given that an Extraordinary General Meeting of **INGLEBURN RSL SUB-BRANCH CLUB LIMITED** will be held on **Thursday the 30th July 2020** commencing immediately after the conclusion of the Annual General Meeting of the Club (which is to commence at 7.30pm), at the premises of the Club, Chester Road, Ingleburn.

Business

The business of the meeting will be for members to consider and, if thought fit, pass the Ordinary Resolution and two (2) Special Resolutions set out below.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. Ordinary Resolution - To be passed, the Ordinary Resolution requires votes from a simple majority (50% plus one) of those members who being eligible to do so are present and vote on the Ordinary Resolution at the meeting.
2. Voting on Ordinary Resolution - All members of the Club (except for Honorary, Temporary and Provisional members) can vote on the Ordinary Resolution.
3. Special Resolution - To be passed, a Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the meeting.
4. Voting on First Special Resolution - Only Honorary Life members, financial Service members and financial Social members can vote on the First Special Resolution.
5. Voting on Second Special Resolution - Only financial Service members and Honorary Life Members, who were previously Service Members, Ordinary Members or Ordinary "A" Class Members can vote on the Second Special Resolution.
6. Under the Registered Clubs Act (**RCA**), employees cannot vote and proxy voting is prohibited.
7. The Board unanimously recommends that the members vote in favour of the Resolutions.

ORDINARY RESOLUTION

That members hereby approve in principle the amalgamation of Ingleburn RSL Sub-Branch Club Limited (**RSL Club**) with Ingleburn Bowling & Recreation Club Co-operative Limited (**Bowling Club**), with such an amalgamation to be effected by:

- a. the continuation of the RSL Club and the winding up of the Bowling Club; and
- b. the granting of an application made to the Independent Liquor & Gaming Authority (**Authority**) for the transfer of the club licence held by the Bowling Club to the RSL Club for the purpose of such amalgamation;
- c. the transfer of the assets and club licence held by the Bowling Club to the RSL Club pursuant to the application referred to in paragraph (b) in order to complete the amalgamation.

NOTES TO MEMBERS ON ORDINARY RESOLUTION

Summary of Ordinary Resolution

8. The Ordinary Resolution proposes for members to approve:
 - a. the proposed amalgamation of the RSL Club and the Bowling Club; and
 - b. the clubs making an application to the Authority to obtain approval for the amalgamation;
 - c. the transfer of the Bowling Club's assets and club licence to the RSL Club.

Background Information

9. The RSL Club called for expressions of interest in an amalgamation on the basis that it would be the "continuing club" in the amalgamation.
10. The RSL Club received an expression of interest from the Bowling Club and consequently, the Board resolved to proceed with an amalgamation with the Bowling Club.
11. The RCA requires two clubs which are proposing to amalgamate to enter into a Memorandum of Understanding (**MOU**) which covers various matters specifically required by the RCA and other matters relevant to the proposed amalgamation.
12. In accordance with the RCA, the clubs have entered into a MOU.
13. Copies of the MOU are displayed on the noticeboard and the website of the RSL Club. Further copies may be obtained on request from the Club.
14. Members are encouraged to carefully read the terms of the MOU and, if they have any questions or require clarification on any matter relating to the amalgamation or what is contained in the MOU, they should direct their enquiries to the Chief Executive Officer of the RSL Club.

Summary of MOU

Corporate Structure, Constitution and Management of Amalgamated Club

15. The amalgamation will be effected by the continuation of the RSL Club and dissolution of the Bowling Club.
16. The Constitution of the Amalgamated Club will be the Constitution of the RSL Club.
17. The Board and Chief Executive Officer of the Amalgamated Club will be the Board and Chief Executive Officer of the RSL Club.

Premises of the Amalgamated Club

18. The Bowling Club's premises (**the Bowling Club Premises**) will become additional licensed premises of the RSL Club. This means that the RSL Club will trade from the Bowling Club Premises and the RSL Club's existing premises.

The Bowling Club Premises

19. The Bowling Club Premises will continue to be known as "Ingleburn Bowling Club".

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

20. The traditions, amenities, culture, bowling facilities, bowling activities and memorabilia of the Bowling Club will be maintained by the Amalgamated Club at the Bowling Club Premises.
21. The Amalgamated Club will continue to support the community that was supported by the Bowling Club and explore opportunities to expand that community support.
22. Amongst other things, the RSL Club will:
 - (a) operate a registered club at the Bowling Club Premises with all of the usual facilities and amenities of a registered club; and
 - (b) undertake necessary capital works and services for a total amount of six million seven hundred and eighty thousand dollars (\$6,780,000) at the Bowling Club Premises during the first ten (10) years after completion of the amalgamation;
 - (c) ensure the commitment to lawn bowls for the members of the Amalgamated Club for a minimum of ten (10) years, including the provision of bowling greens.
23. The Amalgamated Club will create a men's bowling sub-club and a women's bowling sub-club to conduct and administer bowling at the Bowling Club Premises.
24. The Amalgamated Club will allocate a combined annual budget of sixty thousand dollars (\$60,000) per annum to those sub-clubs for the first ten (10) years after completion of amalgamation.
25. The Amalgamated Club will also create additional sub-clubs if required.
26. The RSL Club has no intention of ceasing to trade from the Bowling Club Premises. However, if the Bowling Club Premises is not financially viable after the first ten (10) years after the completion of the amalgamation, the RSL Club may cease trading from those premises.

Transfer of Employees

27. The RSL Club will offer similar employment to all of the Bowling Club's employees and those employees who accept the offer of employment will become employees of the RSL Club.

Core property, cash and investments and poker machine entitlements of the Bowling Club

28. The Bowling Club Premises (including bowling greens) is currently core property of the Bowling Club and it will be core property of the Amalgamated Club.
29. The cash and investments of the Bowling Club will be transferred to the Amalgamated Club.
30. The Bowling Club has thirty eight (38) poker machine entitlements and it is intended that those entitlements will be kept at the Bowling Club Premises on an ongoing basis.

Transfer of Members

31. The RSL Club will invite the Bowling Club's members to become members of the RSL Club and the members who accept that invitation will become RSL Club members.
32. Life members of the Bowling Club will be recognised as Life members of the Bowling Club Premises and the relevant bowling sub club only. However, they will not become Life members of the RSL Club.

The Amalgamation Process

33. Each club must hold a separate general meeting of its members to approve the amalgamation.
34. After the members of both clubs have approved the amalgamation at separate meetings, an application will be made to the Authority for formal approval of the amalgamation.
35. After the Authority has approved the amalgamation, there will be a commercial settlement. On the day of that commercial settlement, the following things (among others) will happen:
 - (a) the Bowling Club will transfer its assets to the RSL Club, including the Bowling Club's club (liquor) licence, land and gaming machine entitlements.
 - (b) the Bowling Club's members who have consented to become members of the RSL Club will be admitted to membership of the RSL Club.
 - (c) the Bowling Club's employees who have accepted employment with the RSL Club will become employees of the RSL Club.
36. After completion of the amalgamation, the RSL Club will trade from and manage the Bowling Club Premises and the Bowling Club will be wound up.

FIRST SPECIAL RESOLUTION

That, conditional on and with effect from the completion of the amalgamation between Ingleburn RSL Sub-Branch Club Limited and Ingleburn Bowling & Recreation Club Co-operative Limited and subject to the Ordinary Resolution and the Second Special Resolution being passed, the Constitution of Ingleburn RSL Sub-Branch Club Limited be amended by:

- a. **inserting** the following new Rule 3.1(k) and **renumbering** the remaining provisions of Rule 3.1 accordingly: "**Ingleburn Bowling Club**" means Ingleburn Bowling & Recreation Club Co-operative Limited".
- b. **inserting** at the end of Rule 10.1 "except as a Junior member".
- c. **inserting** the following new Rule 10.2(d) to (f) inclusive:
 - (d) *Bowling members.*
 - (e) *Junior members*
 - (f) *Ingleburn Bowling Club members."*
- d. **inserting** the following new headings and Rules 10.17 to 10.23 inclusive:

"BOWLING MEMBERS

- 10.17 *Bowling members shall be persons who have attained the age of eighteen (18) years and been elected or transferred to Bowling membership of 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 two 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.

JUNIOR MEMBERS

- 10.19 Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.
- 10.20 A person shall not be admitted as a Junior member of the Club unless the Board:
- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a Sub club; and
 - (b) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a Sub club;
 - (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a Sub club.
- 10.21 Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for or be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership;
 - (g) introduce guests to the Club.

INGLEBURN BOWLING CLUB MEMBERS

- 10.22 Ingleburn Bowling Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of Ingleburn Bowling Club and who are admitted to membership of the Club pursuant to Rule 47 for the purposes of the amalgamation between the Club and Ingleburn Bowling Club.
- 10.23 The following shall apply in respect of the admission of Ingleburn Bowling Club members to membership of the Club and the rights and entitlements of Ingleburn Bowling Club members:
- (a) Ingleburn Bowling Club membership will be divided into three sub classes – Ingleburn Bowling Club Bowling members, Ingleburn Bowling Club Social members and Ingleburn Bowling Club Junior members.
 - (b) Life members and Bowling members of Ingleburn Bowling Club will be admitted to membership of the Club as "Ingleburn Bowling Club Bowling members. Ingleburn Bowling Club Bowling members will have the same rights and privileges as Bowling members.
 - (c) Social members of Ingleburn Bowling Club will be admitted to membership of the Club as Ingleburn Bowling Club Social members. Ingleburn Bowling Club Social members will have the same rights and privileges as Social members.
 - (d) Junior members of Ingleburn Bowling Club will be admitted to membership of the Club as Ingleburn Bowling Club Junior members. Ingleburn Bowling Club Junior members will have the same rights and privileges as Junior members."
- e. inserting the following new Rule 11.6:
- "11.6 The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications."
- f. inserting into Rule 15.1 the words ", Bowling member, Junior member" after the words "Social member".
- g. inserting the following new Rule 47:

"47. ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

- 47.1 Rule 15 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and this Rule 47.
- 47.2 A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.
- 47.3 The agreement referred to in Rule 47.2 must be in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club and in such form as approved by the Board from time to time.
- 47.4 Any person who completes and signs the agreement referred to in Rule 47.3 and returns that agreement to the Club shall, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation."

SECOND SPECIAL RESOLUTION

That, conditional on and with effect from the completion of the amalgamation between Ingleburn RSL Sub-Branch Club Limited and Ingleburn Bowling & Recreation Club Co-operative Limited and subject to the Ordinary Resolution and First Special Resolution being passed, the Constitution of Ingleburn RSL Sub-Branch Club Limited be amended by:

- a. **deleting** from Rule 10.8 the words "this Rule 10.8 and Rules 10.14,26,27 and 46.1" and inserting the words "Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 46.1".
- b. **inserting** the following new Rule 26.4(d) and (e):
 - "(d) Bowling members.
 - (e) Ingleburn Bowling Club Bowling members."
- c. **inserting** into Rule 26.5 the words ", Bowling members or Ingleburn Bowling Club Bowling members" after the words "Social members".
- d. **deleting** Rule 46.1 and **inserting** the following new Rule 46.1:
 - "46.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Honorary Life members, financial Service members, financial Social members, financial Bowling members and financial Ingleburn Bowling

Club Bowling members and financial Ingleburn Bowling Club Social members shall be the only members eligible to vote on any Special Resolution to amend this Constitution provided that only financial Service members and Honorary Life Members, who were previously Service Members, Ordinary Members or Ordinary "A" Class Members shall be eligible to vote on any Special Resolution to amend Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 46.1."

NOTES TO MEMBERS ON FIRST AND SECOND SPECIAL RESOLUTIONS

Procedural Issues for First and Second Special Resolutions

1. The amendments contained in the First and Second Special Resolutions are required by the RCA and the MOU which means the amalgamation will only proceed if the Ordinary Resolution and both of the Special Resolutions are passed.
2. The amendments for the amalgamation have been divided into two (2) separate special resolutions because only financial Service members and Honorary Life Members, who were previously Service Members, Ordinary Members or Ordinary "A" Class Members can vote on special resolutions to amend Rules 10.8, 26.4, 26.5, and 46.1 (being those amendments proposed in the Second Special Resolutions).
3. The First Special Resolution will only be considered if the Ordinary Resolution is passed and the Second Special Resolution will only be considered if the Ordinary Resolution and First Special Resolution are passed.
4. The amendments set out in the First and Second Special Resolutions will not take effect until the amalgamation is completed.

Effect of the First and Second Special Resolutions

5. If passed, the First and Second Special Resolutions will
 - (a) create three (3) new categories of membership which will be known as "Bowling membership", "Ingleburn Bowling Club membership" and "Junior membership"; and
 - (b) introduce a procedure for the admission of persons to membership of the Club pursuant to an amalgamation.

Summary of New Categories of Membership

Bowling membership

6. The Club will continue bowling activities at Ingleburn Bowling Club's premises after completion of the amalgamation.
7. The Club wishes to attract "new bowlers" to participate in bowls at Ingleburn Bowling Club's premises and for those persons to become members of the Club.
8. To enable those persons to become "bowling members" of the Club, it is proposed for a new category of membership to be known as "Bowling membership" to be inserted into the Club's Constitution.
9. "Bowling members" will have the same rights and entitlements as Social members under the Club's Constitution but they will also have bowling rights.

Ingleburn Bowling Club membership

10. It is a requirement of the RCA that a separate category of membership is established for amalgamated members.
11. To satisfy this requirement, it is proposed for the category of membership to be known as "Ingleburn Bowling Club membership" to be inserted into the Club's Constitution.
12. Ingleburn Bowling Club members who were Bowling members of Ingleburn Bowling Club as at the completion of the amalgamation will have the same rights and privileges as Bowling members under the Club's Constitution (see Note 8 above).
13. Ingleburn Bowling Club members who were Social members of Ingleburn Bowling Club as at the completion of the amalgamation will have the same rights and privileges as Social members under the Club's Constitution.
14. Ingleburn Bowling Club member who were Junior members of Ingleburn Bowling Club as at the completion of the amalgamation will have the same rights and privileges as Junior members under the Club's Constitution (see Note 16 below).

Junior membership

15. At present, the Club's Constitution does not permit persons who are under the age of eighteen (18) years to become members of the Club.
16. However, Ingleburn Bowling Club has Junior members who are under the age of eighteen (18) years.
17. To enable the Junior members of Ingleburn Bowling Club to become members of the Club in accordance with the Registered Clubs Act, it is proposed for the category of membership to be known as "Junior Members" to be inserted into the Club's Constitution.
18. Junior Members will only be entitled to such social and sporting privileges and advantages as may be determined by the Board from time to time.

For Completeness – Composition of the Board

19. If the First and Second Special Resolutions are passed:
 - (a) the Board will continue to consist of seven (7) directors comprising of a President, two (2) Vice Presidents, Treasurer and three (3) Ordinary directors; and
 - (b) Five (5) directors (including the President, two (2) Vice Presidents, Treasurer and one (1) Ordinary director) must still be either Service members or Honorary Life members who were previously Service members, Ordinary members or Ordinary "A" Class members.

Dated: 18th June 2020 By direction of the Board

Glenn Cushion
Chief Executive Officer



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