

KINGSGROVE RSL CLUB LTD
ABN 32 000 463 196
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Kingsgrove RSL Club Ltd (Club) will be held on Tuesday 26th March 2019 at 7.00pm in the Diggers Lounge at the Club's premises at 4 Brocklehurst Lane Kingsgrove NSW.

AGENDA

1. Confirmation of Minutes of the Annual General Meeting held on Tuesday 27th March 2018.
2. To receive and consider the Financial report, the Director's report and the Auditor's report for the financial year ending 31st December 2018, and the reports of the President and General Manager.
3. To consider and, if thought fit, pass each of Ordinary Resolutions 1 to 3 to approve honoraria and benefits for the Board and other members.
4. To consider and, if thought fit, pass the resolution to elect Mr J.A. Graham to Life membership of the Club.
5. To consider and, if thought fit, pass the special resolution to amend the Constitution.
6. Notice will be given to members at the Annual General Meeting of any expression of interest in an amalgamation, along with any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months in accordance with the *Registered Clubs Regulation 2015 (NSW)*.

SPECIAL BUSINESS - NOTICE OF RESOLUTIONS

ORDINARY RESOLUTION 1: The members hereby approve the payment of the following honorariums per annum plus superannuation if applicable to the Directors in respect of services rendered to the Club, President \$8520, Vice Presidents \$3,470 each, and other Directors \$3,060 each, to be paid quarterly in arrears.

ORDINARY RESOLUTION 2: The members hereby approve the payment of the following honorarium plus superannuation if applicable of \$660 per annum to the Sports Administrator in respect of services rendered to the Club to be paid quarterly in arrears.

ORDINARY RESOLUTION 3: The members hereby approve reasonable expenditure by the Club with respect to the following matters up to the next Annual General Meeting of the Club:

- i. The cost of Director's meals and drinks after each Board of Directors meeting.
- ii. Reasonable out of pocket expenses incurred by Directors either within the Club or elsewhere in relation to such duties approved by the Board of Directors.
- iii. Reasonable expenses associated with the supply of a Club blazer and other official apparel for each Director when representing the Club.
- iv. Reasonable costs of Directors attending ClubsNSW meetings and training seminars, and other association meetings and training seminars approved by the Board of Directors.
- v. Reasonable costs of end of year function with spouses.
- vi. Subsidies granted to intra-club sporting groups.
- vii. Presentations to members and others for services deemed by the Board of Directors to be of a benefit to the Club or community.
- viii. The provision of seven (7) especially reserved parking spaces in the Club car park.

LIFE MEMBERSHIP RESOLUTION: That the members hereby elect Mr J.A. Graham to Life membership of the Club.

SPECIAL RESOLUTION:

That the Constitution of Kingsgrove R.S.L. Club Ltd be amended by:

1. adding a new rule 22.18 as follows:

22.18 A member is ineligible to be nominated for, elected to, or appointed to the Board if that member:

- (a) has been expelled from membership of the Club, or, has been suspended from membership of the Club and has completed that period of suspension at any time within the 3 year period immediately prior to the date of nomination, election or appointment;
- (b) has been convicted of an offence on indictment within the 5 year period immediately prior to the date of nomination, election or appointment or if they actually serve a term of imprisonment when it is 5 years from the date of release;
- (c) is a former employee of the Club whose services were terminated by the Club for misconduct; or
- (d) was an employee of the Club, or was an employee of any other registered club that has amalgamated with the Club, within the 3 year period immediately prior to the date of nomination, election or appointment.

2. deleting rule 23.1(i) in its entirety and replacing it with the following new rule 23.1(i):

- (i) becomes an employee of the Club, or, was an employee of any other registered club which has amalgamated with the Club within the 3 year period immediately prior to the date of such amalgamation.

Explanatory Notes

Ordinary Resolutions:

- Pursuant to the Registered Clubs Act 1976, honoraria and other benefits made available to the Board and other members, which are not equally available to all full members of the Club, must first be duly approved at this Annual General Meeting.
- Pursuant to the Registered Clubs Act 1976, the members would hereby approve for the 2019 Board year the above Ordinary Resolutions to cover expenses and benefits relating to Directors and others deriving directly or indirectly any profit, benefit or advantage not equally offered to every full member.
- The members acknowledge that the benefits in Ordinary Resolutions 1, 2, and 3 above are not available to members generally, but only to those members who are elected to the Board of Directors of the Club, and those members directly involved in the above activities.
- The Board seeks an increase in the Directors honorariums and Sports Administrator honorarium in accordance with CPI of 2%.
- To be carried each Ordinary Resolution requires a vote in favour by a simple majority of those members present and voting at the meeting.

Life Membership Resolution:

A nomination for Life Membership of Kingsgrove RSL Club Ltd for Mr J. A. Graham in accordance with By-Law 11.1 of Kingsgrove RSL Club Ltd has been submitted and approved by the Board of Directors. The Board recommends this resolution to the members in accordance with Rule 6.11 of the Constitution. This resolution is proposed as a special resolution, and to be carried, this resolution requires a vote in favour by a 75% majority of those members present and voting. Financial Full Club Members and Life Members (who were previously Full Club Members when elected to Life Membership) are entitled to vote on the Life Membership Resolution.

Special Resolution:

- If passed, the special resolution would amend the Constitution to provide that a person is ineligible to be nominated, elected or appointed to the Club's Board in the circumstances set out in the resolution above.
- The criteria in paragraphs (a) to (c) of the new rule 22.18 set out matters where the Board considers that it would be inappropriate for a person to hold office on the Board in those circumstances.
- Paragraph (d) of the new rule 22.18 provides that members previously employed by the Club (or another club that the Club has amalgamated with) within the last 3 years are ineligible to be on the Board. This is proposed in order to ensure the independence of the Board from the management of the Club.
- A casual vacancy on the Board will already arise under rule 23.1(i) of the Constitution if a director becomes an employee of the Club. This special resolution would also provide that a casual vacancy will arise if a director was an employee of another club which has amalgamated with the Club, within the last 3 years.
- This resolution is proposed as a special resolution in accordance with rule 42 of the Constitution, and to be carried, the special resolution requires a vote in favour by a 75% majority of those members present and voting at the meeting. Financial Full Club Members and Life Members (who were previously Full Club Members when elected to Life Membership) are entitled to vote on the special resolution.
- A copy of the current Constitution is available to members on request from the Club's office.

BY ORDER OF THE BOARD

Ian Todd
General Manager and Company Secretary

Date: 21st February 2019