

KINGSGROVE RSL CLUB LTD NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Kingsgrove RSL Club Ltd (Club) will be held on Tuesday 28th July 2020 at 7.00pm in the Diggers Lounge at the Club's premises at 8 Brocklehurst Lane Kingsgrove NSW.

AGENDA

1. Confirmation of Minutes of the Annual General Meeting held on Tuesday 26th March 2019.
2. To receive and consider the Financial report, the Director's report and the Auditor's report for the financial year ending 31st December 2019, and the reports of the President and Chief Executive Officer.
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 Life Membership resolution to elect Heather Shepherd Member no: 3491 as a Life member of the Club.
5. Declaration of Board election.
6. To consider and, if thought fit, pass each of Special Resolution 1 and Special Resolution 2 to amend the Constitution.
7. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months before the Annual General Meeting (if any has been received).

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 \$8700, Vice Presidents \$3,540 each, and other Directors \$3,125 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 \$675 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.

- Pursuant to the Registered Clubs Act 1976 (Registered Clubs Act), 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, the members would hereby approve for the 2020 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 and those members directly involved in the above activities.
- To be carried each Ordinary Resolution requires a vote in favour by a simple majority of those eligible members present and voting at the meeting.

LIFE MEMBERSHIP RESOLUTION: That Heather Shepherd member no: 3491 be elected a Life Member of Kingsgrove R.S.L. Club Ltd.

Under rule 6.11 of the Club's Constitution a Financial Ordinary Member who has rendered distinguished and valued service to the Club may be elected to Life membership. To be carried, the Life membership resolution requires a vote in favour by at least a 75% majority of those eligible members present and voting at the meeting. The Board recommends this resolution to the members.

SPECIAL RESOLUTION 1: That the Constitution of Kingsgrove R.S.L. Club Ltd be amended by:

- Deleting rule 8.5 in its entirety and replacing it with the following new rule 8.5:

“8.5 The Board, the Chief Executive Officer, or the senior employee on duty at the relevant time, may cancel the membership of an Honorary Member or Temporary Member at any time without being required to give reasons.”
- Deleting rule 9.3 in its entirety and replacing it with the following new rule 9.3:

“9.3 A member may only resign their membership by:

 - (a) giving written notice to the Club, and such resignation will take effect on the date it is received by the Club; or
 - (b) by returning their membership card to the Club and stating (verbally or in writing) that such return constitutes their resignation as a member, in which case such resignation takes effect on the date the card is given to the Club.”
- Deleting rule 10 in its entirety and replacing it with the following new rule 10:

“10 **Register of members**
The Club must keep the following registers in accordance with the Registered Clubs Act:

 - (a) A Register of Full Members.
 - (b) A Register of Honorary Members.
 - (c) A Register of Temporary Members.
 - (d) A register of any person of at least 18 years of age who enters the Club’s premises as the guest of a member.”
- Deleting rules 16.2 and 16.3 in their entirety and replacing them with the following new rules 16.2 and 16.3:

“16.2 Notwithstanding anything else in this rule 16, the Board may at any time appoint a Director pursuant to section 30(1)(b1) of the Registered Clubs Act, provided that the total number of Directors must not exceed any maximum prescribed in accordance with Section 10(1)(k1) of the Registered Clubs Act.

16.3 The Board will be elected biennially at each General Election in accordance with rule 22.”
- Adding a new rule 19.5 as follows:

“19.5 If there is a vacancy or vacancies in the office of a Director or offices of Directors, then remaining Directors may act, but if the number of

remaining Directors is not sufficient to constitute a quorum at a Board meeting they may act only:

- (a) for the purpose of requesting the members to appoint additional Directors in General Meeting;
 - (b) to convene a General Meeting; or
 - (c) to fill casual vacancies on the Board.”
- Deleting rule 22.14 in its entirety and replacing it with the following new rule 22.14:

“22.14 At the Annual General Meeting immediately following a General Election, the Returning Officer (or their authorised delegate):

 - (a) shall declare the result of the General Election; and
 - (b) if vacancies on the Board remain after the General Election, shall call for nominations in accordance with rule 22.9 to fill such vacancies and conduct a ballot if required.”
 - Deleting rules 28.2 to 28.4 (inclusive) in their entirety and replacing them with the following new rule 28.2 and 28.3:

“28.2 The members may request the Board to call a General Meeting in accordance with Section 249D of the Act.

28.3 The members may call a General Meeting only in accordance with section 249E or Section 249F of the Act.”

and re-numbering rules 28.5 to 28.7 as rules 28.4 to 28.6 accordingly.

If passed, this Special Resolution would amend the Constitution as follows:

- Rule 8.5 will provide that Honorary memberships and Temporary memberships may be cancelled by the CEO or senior manager on duty. In practice, it is more likely that management will need to deal with any immediate issues concerning these members, rather than the Board. This would not change the rights of Full Members.
- Currently, members can only resign in writing. The amendment to rule 9.3 would allow a member to resign verbally and hand in their membership card.
- Rule 10 has been simplified so that registers must be maintained in accordance with the Registered Clubs Act.
- Under the Registered Clubs Act, the Board may appoint up to 2 Ordinary Members to be Directors, provided that there are never more than 9 Directors on the Board at any one time. This is deemed to be a rule of the Club under section 30(1) of the Registered Clubs Act.

- Act, and is included in the new Constitution in rule 16.2 accordingly. Important matters for members to be aware of include:
 - i. This rule was introduced under the Registered Clubs Act to allow the Board to appoint a person who has skills and/or qualifications which will be useful to the Club at the relevant time (for example, if the Club is engaging in a major project).
 - ii. A person appointed under this rule may be appointed for a term of no more than 3 years, and is not eligible for re-appointment at the end of that term (though they may stand for election by the members in future if they are eligible under the Constitution).
 - iii. The Club may request any person being appointed to disclose if they have ever been declared ineligible by the Independent Liquor & Gaming Authority in the past to hold office as a secretary or member of the governing body of any registered club. The person must make the disclosure within 7 days.
 - iv. Within 21 days after their appointment, a notice must be posted on the Club noticeboard and website which sets out the reasons for the person's appointment, their relevant skills and qualifications, and any payments they will receive (such as, the honoraria for Directors approved by the members at the Annual General Meeting). If the person has made a disclosure of past ineligibility, then that information must also be posted up for the information of members.
- Rule 16.3 is amended to remove references to the changes to the Constitution in 2009. Board elections will continue to be held biennially.
- The new rule 19.5 will provide that if Board numbers fall below a quorum (5 Directors) then the Board may call a General Meeting for any purpose, call a General Meeting specifically for the purpose of the members electing additional Directors, or fill the casual vacancies. This is to ensure that the Board can continue to function appropriately.
- Rule 22.14 would be amended so that the Returning Officer (or their authorised delegate if the Returning Officer is unable to be present for some unforeseen reason, such as illness) will declare the Board election results and conduct any necessary ballot for nominations from the floor of the AGM to fill any remaining vacancies on the Board.
- Rules 28.2 to 28.4 have been substantially simplified, and members will be able to request, or call, a General Meeting of the Club in accordance with the procedures in the Corporations Act.

“22.5 To be eligible for nomination for election to the Board, a member must be a Full Club Member or Life Member who:

- (a) if admitted to membership prior to the conclusion of the Annual General Meeting in 2020, has at least 3 years continuous financial Full Club membership or Life membership of the Club at the date of nomination; or
- (b) if admitted to membership after the conclusion of the Annual General Meeting in 2020, has at least 5 years continuous financial Full Club membership or Life membership of the Club at the date of nomination.

22.6 To be eligible for nomination for election to the Board, a member must be a Full Club Member or Life Member who:

- (a) A nomination of a candidate for election to the Board must meet the following requirements:
 - i. if admitted to membership prior to the conclusion of the Annual General Meeting in 2020, have at least 3 years continuous financial Full Club membership or Life membership of the Club at the date of nomination; or
 - ii. if admitted to membership after the conclusion of the Annual General Meeting in 2020, have at least 5 years continuous financial Full Club membership or Life membership of the Club at the date of nomination.
- (b) The nomination must be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
- (c) The nomination must be accompanied by a copy of the candidate's resume consisting of no more than 50 words, and, a statutory declaration by the candidate in the form approved by the Board from time to time to the effect that the candidate is:
 - i. eligible for election to the Board and is not disqualified from acting as a Director under any law;
 - ii. aware of and will comply with their obligations under section 191 of the Act and under the Registered Clubs Accountability Code set out in the Registered Clubs Regulation 2015 (NSW); and
 - iii. (aware of, and will comply with, their

SPECIAL RESOLUTION 2: That the Constitution of Kingsgrove R.S.L. Club Ltd be amended by:

- Deleting rules 22.5 and 22.6 in their entirety and replacing them with the following new rules 22.5 and 22.6:

iv. statutory and other legal obligations as a Director.

(d) The duly completed nomination and other documents required under this Rule 22.6 must be delivered to the Chief Executive Officer before time of closing of nominations.”

- Deleting rule 22.15 in its entirety and replacing it with the following new rule 22.15:

“22.15 A person is only eligible to be nominated and elected to the Board under rule 22.14(b) if:

- (a) the person is a Full Club Member or Life Member who:
- i. if admitted to membership prior to the conclusion of the Annual General Meeting in 2020, has at least 3 years continuous financial Full Club membership or Life membership of the Club at the date of nomination; or
 - ii. if admitted to membership after the conclusion of the Annual General Meeting in 2020, has at least 5 years continuous financial Full Club membership or Life membership of the Club at the date of nomination;

and,

- (b) the person has been nominated by 2 Full Club Members or Life Members who:
- i. if admitted to membership prior to the conclusion of the Annual General Meeting in 2020, have at least 3 years continuous financial Full Club membership or Life membership of the Club at the date of nomination; or
 - ii. if admitted to membership after the conclusion of the Annual General Meeting in 2020, have at least 5 years continuous financial Full Club membership or Life membership of the Club at the date of nomination.”

- Deleting the reference to ‘rule 22.15(b)’ from rule 23.2, and replacing it with a reference to ‘rule 22.5’, so that rule 23.2 reads as follows:

“23.2 The Board may appoint a person who meets the requirements set out in rule 22.5 to fill a casual vacancy. Any person so appointed will hold office only for the balance of the period of office of the person he or she has replaced.”

- If passed, this Special Resolution would amend the Constitution to provide that a Full Club Member or Life Member admitted to membership of the Club after the end of the Annual General Meeting in 2020 will only be eligible to nominate other members for election to the Board, or to be nominated and elected to the Board themselves, once they have at least 5 years’ continuous financial membership of the Club as a Full Club member or Life Member.
- This does not change the rights of Full Club Members and Life Members admitted before the end of the Annual General Meeting in 2020, who are only required to have at least 3 years’ continuous financial Full Club or Life membership in order to exercise those rights.

NOTES ON SPECIAL RESOLUTIONS

- Each Special 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. Each Special Resolution must be considered separately and the substance cannot be amended by motions from the floor of 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 each Special Resolution.
- A copy of the current Constitution is available to members on request from the Club’s office.

FINANCIAL REPORT, THE DIRECTOR’S REPORT AND THE AUDITOR’S REPORT

The 2019 Financial Report containing the Directors Report, Financial Statements for year ending 31st December 2019 and the Auditors Report is available to members:

- On the Club website: kingsgroversl.com.au
- From the Chief Executive Officer at the Club
- By mail on request info@kingsrsl.com.au

BY ORDER OF THE BOARD

Ian Todd
Chief Executive Officer & Company Secretary

Date: 18th February 2020