

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Kingsgrove R.S.L. Club Ltd (Club) will be held on Tuesday 29 March 2022 at 7.00pm in the Diggers Lounge at the Club's premises at 4 Brocklehurst Lane, Kingsgrove NSW 2208.

AGENDA

1. Confirmation of Minutes of the Annual General Meeting held on Tuesday 30th March 2021.
2. To receive and consider the Financial report, the Directors report and the Auditor's report for the financial year ending 31st December 2021, 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. Declaration of the Board Election
5. To consider and, if thought fit, pass each of Special Resolutions 1 to 5 to amend the Club's Constitution.
6. 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 honoraria per annum plus superannuation if applicable to the Directors in respect of services rendered to the Club: President \$9,190, Vice Presidents \$3,740 each, and other Directors \$3,300 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 \$715 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 Directors 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.

EXPLANATORY NOTES – ORDINARY RESOLUTIONS

- Pursuant to the Registered Clubs Act 1976 (NSW) (**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 next year until the 2023 AGM, 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 or those members directly involved in the specified 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.
- Financial Full Club Members and Life Members (who were previously Full Club Members when elected to Life Membership) are entitled to vote on each Ordinary Resolution. Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.

SPECIAL RESOLUTION 1: That the Constitution of Kingsgrove R.S.L. Club Ltd (ACN 000 463 196) be amended by deleting the words “, address and occupation” in existing Rule 7.1(b) and replacing them with the words “and address”, so that the new Rule 7.1(b) reads as follows:

- 7.1** (b) the Application Form will include, but not be limited to, the person's full name and address,

whether the person is seeking a Full Club or Associate membership, and a statement that the person will be bound by the Constitution of the Club;

EXPLANATORY NOTES – SPECIAL RESOLUTION 1

- Currently, existing Rule 7.1 requires that an application to the Club's Ordinary membership class include the person's full name, address and occupation.
- The Registered Clubs Act was recently amended by the Customer Service Legislation Amendment Act 2021 (NSW) (**Amendment Act**). One such amendment is the removal of the need for the Club to collect details of a member's occupation, which better maintains the privacy of current members and any applicant to the Club's Ordinary membership.
- Accordingly, Special Resolution 1 is being proposed to allow the Club to maintain consistency with this recent change to club legislation.

SPECIAL RESOLUTION 2: That the Constitution of Kingsgrove R.S.L. Club Ltd (ACN 000 463 196) be amended by deleting the words "and address" in existing Rule 7.2, so that the new Rule 7.2 reads as follows:

- 7.2** The name of an applicant for membership of the Club shall be displayed on the Club's Notice Board for at least 1 week before their election.

EXPLANATORY NOTES – SPECIAL RESOLUTION 2

- Currently, the name and address of each applicant for Ordinary membership of the Club must be displayed on the Club's notice board at least a week before that applicant's election.
- The amendments to the Registered Clubs Act have removed the requirement for an applicant's address to be posted on the Club's notice board.
- Accordingly, Special Resolution 2 is being proposed to allow the Club to maintain consistency with this recent change to club legislation.

SPECIAL RESOLUTION 3: That the Constitution of Kingsgrove R.S.L. Club Ltd (ACN 000 463 196) be amended by:

- deleting "\$2" in existing Rule 11.1 and replacing it with the words "\$2 (inclusive of GST)"; and
- inserting at the end of existing Rule 11.1 the words "and posted up on the Club's Notice Board."

so that the new Rule 11.1 reads as follows:

- 11.1** The fee payable by any class of Ordinary Members for membership of the Club shall be an amount determined by the Board, but not being less than \$2 (inclusive of GST) per annum, and will be payable annually, or by monthly, quarterly or half-yearly instalments in advance, or for more than 1 year in advance, as determined by the Board and posted up on the Club's Notice Board.

EXPLANATORY NOTES – SPECIAL RESOLUTION 3

- Previously the minimum subscription for Ordinary membership was \$2 as prescribed the Registered Clubs Act. After the recent amendments to the Registered Clubs Act, clubs must either specify the exact amount of the membership fee in the Constitution or set out a process by which the fee is determined.
- The Constitution already sets out a process for determining the fee, but Special Resolution 3 proposes to update it so that the Board's determination will be posted on the Club's Notice Board.
- The Club proposes to retain the minimum \$2 amount but specify that it includes GST, which then allows the Club to give rounded amounts for membership fees (rather than having to add GST on top).

SPECIAL RESOLUTION 4: That the Constitution of Kingsgrove R.S.L. Club Ltd (ACN 000 463 196) be amended by deleting the words "each month" in existing Rule 18.1 and replacing them with "every three (3) calendar months," so that the new Rule 18.1 reads as follows:

- 18.1** The Board must meet at least once every three (3) calendar months at such place and time as the Board may determine.

EXPLANATORY NOTES – SPECIAL RESOLUTION 4

- Existing Rule 18.1 of the Constitution requires the Board to meet at least once a month for the purposes of deliberating on matters relating to the Club's business and affairs. This reflects the requirements under the Registered Clubs Act prior to the Amendment Act being passed in November 2021.
- The amendments to the Registered Clubs Act have reduced the frequency at which club directors are

obliged to meet. Under the amendments, the Club's Board must now meet at least once on a quarterly basis, which amounts to a minimum of 4 times per calendar year. If passed, Special Resolution 4 will update Rule 18.1 to reflect this legislative change.

- While new Rule 18.1 imposes a minimum requirement of 4 meetings per calendar year, the Board may meet more frequently if it so determines

SPECIAL RESOLUTION 5: That the Constitution of Kingsgrove R.S.L. Club Ltd (ACN 000 463 196) be amended by:

- deleting existing Rules 29.1(c) and 29.1(d) and replacing them with the following new Rules 29.1(c) and 29.1(d):
29.1 (c) by sending the notice to the facsimile number or electronic address recorded for that Member by the Club; or
(a) by notifying the Member via physical or electronic communication that the notice is available and how it may be accessed electronically (in accordance with the Act and the Registered Clubs Act).
- inserting the following new Rule 30.4:
30.4 Notwithstanding anything in this Constitution but subject to the Act and the Registered Clubs Act, the Board may allow any member entitled to vote at a meeting (including a General Meeting) of the Club or the Board to cast that vote electronically.
- inserting the following new Rule 43:
43 Notwithstanding anything in this Constitution but subject to the Act and the Registered Clubs Act, the Club may hold a meeting (including any General Meeting) of the Club or the Board at which all or some persons can attend by electronic means, provided that:
(a) any person who speaks at the meeting can be heard by other persons in attendance; and
(b) if a General Meeting, members as a whole have a reasonable opportunity to participate in the General Meeting.”

EXPLANATORY NOTES – SPECIAL RESOLUTION 5

- The recent amendments to the Registered Clubs Act have introduced new legislative provisions around the use of technology for meetings and Board elections held by the Club. Specifically,

clubs may now hold and distribute notices of, or information about, meetings or Board elections, hold meetings electronically (subject to certain requirements under the Corporations Act and Registered Clubs Act) and allow eligible members to vote at meetings by electronic means.

- The above amendments to the Registered Clubs Act will provide the Club with more clarity around using technology to assist with the distribution of notices or the holding and conducting of meetings and elections if the Club chooses to do so. However, they will still be subject to the procedural requirements in the Corporations Act which regulates companies.
- Section 30C of the Registered Clubs Act deems these to be rules of the Club and are designed to ensure a club's constitution would not inadvertently prohibit a club from being able to have this flexibility. The Club's Constitution does not strictly have to be amended as the Registered Clubs Act will apply anyway. However, the Club is opting to amend these rules so that the Constitution reads consistently with current law.

GENERAL NOTES – SPECIAL RESOLUTIONS

- In accordance with Rule 42.1 of the current Constitution, the Special Resolutions will be passed only if at least a three quarters majority of the members present and voting (being eligible to do so) vote in favour of the resolution.
- In accordance with Rule 8.3 of the current Constitution, financial Full Club members and Life members (who were previously Full Club members at the date of election to Life membership) of the Club are entitled to vote on the Special Resolutions. Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.
- Members will be given a reasonable opportunity to speak and ask questions about the Special Resolutions at the Annual General Meeting.
- The Special Resolutions must be considered as a whole and the substance of the resolutions cannot be amended by motions from the floor of the meeting.

BY ORDER OF THE BOARD

Ian Todd
Chief Executive Officer & Secretary

1st March 2022