

**CORRIMAL RSL MEMORIAL CLUB LTD
(ACN 000 872 033)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of the **Corrimal RSL Memorial Club Ltd** to be held on **26 May 2024** commencing at the hour of **9am** at the premises of the Club, 168 Princes Highway, Corrimal, New South Wales.

AGENDA

1. Receive the President's welcome.
2. Receive apologies.
3. To confirm the Minutes of the Annual General Meeting of the Club held on 28 May 2023.
4. To consider business arising from previous AGM.
5. Receive and consider the reports of the President and Directors.
6. Receive and consider the reports referred to in Rule 39.4(a) of the Constitution being the financial report of the Club; and (b) the directors' report; (c) the auditors' report on the financial report.
7. Deal with any additional business which due notice has been given (being 42 days prior to the AGM)
8. To declare the results of the ballot for the election of directors.
9. To consider and if thought fit pass the Ordinary Resolutions set out below.
10. To consider and if thought fit pass the Special Resolutions set out below.
11. To consider general business.

MEMBERS PLEASE NOTE

Note 1:

Members are requested to advise the Secretary, in writing, seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Statements.

Note 2:

There is no requirement under the Corporations Act to circulate the detailed Income Statement. This is on display on the Club's Notice Board, website or it may be inspected in the office.

Members wishing to obtain a copy by mail must register with the administration office.

FIRST ORDINARY RESOLUTION

That pursuant to section 10(6)(b) of the Registered Clubs Act 1976:

- (a) The members approve the payment of **\$5,000** as the honorarium to the President in relation to services to the Club until the Annual General Meeting to be held in 2025.
- (b) The members approve the payment of **\$3,000** as the honorarium to the Vice President in relation to services to the Club until the Annual General Meeting to be held in 2025.
- (c) The members approve the payment of **\$3,000** as the honorarium to the Honorary Treasurer in relation to services to the Club until the Annual General Meeting to be held in 2025.
- (d) The members approve the payment of **\$2,750 each** as the honorarium to the Directors in relation to services to the Club until the Annual General Meeting to be held in 2025.

NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed First Ordinary Resolution set out above:]

1. The First Ordinary Resolution proposes that the members approve an honorarium payment to the President, the Vice President, the Honorary Treasurer and to the ordinary Directors for their considerable contribution to their duties as directors until the next Annual General Meeting.
2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year. The amounts of the honorariums proposed above are an increase on the amount of honorariums approved by members at the Annual General Meeting held in 2023.
3. The total amount for honorariums approved by members at the annual general meeting held in 2023 was \$11,000. The Board propose an increase on last year's honorarium by an amount of \$11,000 (to \$22,000 in total) set out in the First Ordinary Resolution. The increase is to better reflect the many contributions that directors provide for the benefit of the Club over the 12 months until the annual general meeting to be held in 2025.
4. The members acknowledge that the benefits in the First Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976 the members hereby approve expenditure by the Board of Corrimal RSL Memorial Club of the sum not exceeding **\$50,000** for the term of the incoming Board (2024 to 2026 inclusive) for the following expenses subject to approval by the Board of Directors:

- (a) Directors education and training, including seminars, attendance at other clubs for the purpose of research and benchmarking, courses and conferences to comply with Club governance legislation.
- (b) The provision of reasonable refreshments and travel expenses (upon production of a valid receipt) associated with each Board or Committee meeting of the Club
- (c) Reasonable expenses incurred by Directors either within the Club or other venues in relation to such other duties including entertainment of special guests of the Club
- (d) Provision of lap top computer, electronic tablet, internet and mobile phone for the Chairman and provision of electronic tablet and internet access for use of each director to access board meeting /club documents, seminar presentations and communications
- (e) Provision of corporate director uniform and laundering including suit, shirt and tie

The members acknowledge the benefits above are not available to members generally, but only for those who are elected to the Board of directors.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed Second Ordinary Resolution set out above:]

1. The Second Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for Directors 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. Included in the Second Ordinary Resolution is the cost of Directors attending functions as representatives of the Club and, if required, the costs of the provision of technology such as the use of tablets to perform their role as director.
2. Section 10(6)(d) of the *Registered Clubs Act* allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Second Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.

3. Section 10(6A) of the *Registered Clubs Act* provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.
 4. The members acknowledge that the benefits in the Second Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.
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FIRST SPECIAL RESOLUTION

[The First Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Corrimal RSL Memorial Club Ltd be amended by:

- (a) **inserting** into Rule 4 the following new definitions in alphabetical order:

““Director Identification Number” means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.”

““Non Financial member” means a member who has not renewed their membership and/or paid all joining fees, subscription, levies and other payments to the Club by the relevant due dates.”

- (b) **deleting** from Rule 4 the existing definition of “Financial member” and **inserting** the following new definition in alphabetical order:

“Financial Member” means any person who has been duly accepted as such by the Board in accordance with this Constitution and who has renewed their membership and/or paid all joining fees, subscriptions, levies and other payments to the Club (if any) by the relevant due dates.”

- (c) **deleting** from Rule 11.5 the words “shall be in writing and” and **inserting** after the words “such form as the Board may prescribe” the words “by by-law (including how the form may be submitted, be it in person or electronically”

- (d) **deleting** from Rule 11.5(d) the word “occupation” and **inserting** the words “email address (if any) and mobile number”.

- (e) **inserting** into the beginning of Rule 11.6 the following sentence “For those applicants for membership of the Club who apply via electronic means, the applicant must attend the Club’s premises to have their identity verified in accordance with this Rule before their membership application form can be considered by the Board or election committee.”

- (f) **inserting** into Rule 11.6(a) after the words “the appropriate subscription” the words “(if any) if not already paid electronically”.

- (g) **inserting** into Rule 11.7 after the words “to whom the application for membership is presented” the words “(or the identity verification that accompanies an electronic application)”.

- (h) **inserting** into Rule 11.8 after the words “the first annual subscription for the class of membership applied for” the words “(if any)”.

- (i) **deleting** from Rule 11.9 the words “and address”.

- (j) **deleting** Rule 11.10 and **inserting** the following new Rule 11.10:

“An interval of at least fourteen (14) days shall elapse between the Club’s receipt of the nomination form and/or the verification of the applicant’s identity as required by Rule 11.6 of a person for election and the election of that person to membership of the Club.”

- (k) **inserting** the following new Rule 13.1 and **renumbering** the remaining provisions of Rule 13 accordingly:

“13.1 A member may at any time resign from their membership of the Club by either:

- (a) *giving notice in writing to the Secretary; or*

- (b) *returning their membership card to an officer of the Club and clearly indicating to the officer that they resign from membership.*"
- (l) **deleting** from renumbered Rule 13.2 the words "*may, at any time by giving notice in writing to the Secretary, resign*" and **inserting** the words "*who resigns*".
- (m) **deleting** from renumbered Rule 13.2 the word "*but*".
- (n) **deleting** from Rule 16.1(a) the word "*occupation*" and **inserting** the words "*contact details*".
- (o) **inserting** into Rule 16.1(b) after the words "*changes of name*" the words "*, contact details (including mobile number and telephone number)*".
- (p) **deleting** Rule 17.1(a) and **inserting** the following Rule 17.1(a):
- "(a) A register of persons who are Life or Ordinary members of the Club. This register shall set forth the name in full and address of each such member, and the date on which that member last paid the annual fee for membership of the Club (if the member is required to pay a subscription fee)."*
- (q) **deleting** from Rule 19.1 the words "*provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.*"
- (r) **deleting** from Rule 19.3 the words "*provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.*"
- (s) **deleting** from Rule 19.7 the words "*not a Financial Member (as defined in Clause 4)*" and **inserting** the words "*a Non Financial member*".
- (t) **inserting** the following new Rule 20.9:
- "20.9 A member who:*
- (a) *is disqualified from managing any company under the Act;*
- (b) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
- (c) *is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*
- (d) *does not have a Director Identification Number (unless exempted from doing so under the Act) on the proposed date of his or her election or appointment to the Board;*
- shall not be eligible to be elected or appointed to the Board."*
- (u) **deleting** Rules 21.11(b) to (f) inclusive and **inserting** the following new Rules 21.11(b) and (c):
- "(b) the unfilled positions shall be casual vacancies for the purposes of Rule 23.1;*
- (c) the Board may appoint a member to the casual vacancy provided that the member meets the eligibility requirements for election and Rule 23.1."*
- (v) **deleting** from Rule 25.1 the word "*month*" and **inserting** the words "*three (3) month period, ending on 31 March, 30 June, 30 September and 31 December.*"
- (w) **deleting** Rule 25.7 and **inserting** the following new Rule 25.7:
- "25.7 A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time."*

(x) **inserting** the following new Rule 26.6:

“26.6 In addition to Rule 26.5, 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 their email agreeing to the resolution.”

(y) **deleting** the sub-heading and Rule 27 and **inserting** the following new sub-heading and Rule 27:

“27. Registered Clubs Accountability Code

27.1 The Club (including the Board and all top executives) must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).”

(z) **deleting** from Rule 32.2(a) the words “*be in writing and*” and **inserting** the words “*comply with the requirements of the Registered Clubs Act and*”.

(aa) deleting Rule 34.3 and inserting the following new Rule 34.3:

“34.3 The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.”

(bb) **inserting** the following new Rule 36.4A:

“36.4A The chair of a meeting:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.”

(cc) **inserting** the following new Rule 36.14A:

“36.14A 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.”

(dd) **deleting** Rule 37.2(d) and **inserting** the following new Rule 37.2(d):

“(d) be given to the Secretary at least two (2) months prior to the next general meeting of the Club.”

(ee) **inserting** the following new sub-headings and Rules 37.17 to 37.19 inclusive:

“Resolutions at general meetings

37.17 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

37.18 The Club may hold a general meeting (including Annual 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.

37.19 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.”

(ff) **deleting** Rule 43.1(c) and **inserting** the following new Rules 43.1(c) and (d):

“(c) by sending it by any electronic means;

“(d) by notifying the member, either personally, by post or electronically, that the notice is available and how the member can access the notice.”

(gg) **inserting** the following new Rule 43.4:

“Where a member is notified of a notice in accordance with Rule 43.1(d), the notice is taken to have been received on the day following that on which the notification was sent.”

(hh) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

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 best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (RCA).
2. Paragraphs (a) and (b) insert new and replaces existing definitions used throughout the Constitution.
3. Paragraphs (c) to (j) inclusive amend existing provisions relating to the form of applications for membership of the Club to bring the Constitution into line with best practice and the RCA. The new Rules adopt recent amendments to the RCA which remove the requirement of displaying the address of a new member on the Club's noticeboard. The amendments allow the Club to administer membership applications via the Club's website.
4. Paragraphs (k) to (m) inclusive clarify the Rules in relation to the process to follow for a person resigning their membership of the Club.
5. Paragraphs (n) to (p) inclusive amend the Rules to adopt recent amendments to the RCA which remove the requirement for the Club to obtain the details of an applicant for membership's occupation and that the Club will also collect the email address and mobile number of members for contact reasons and to keep the Club's register of members up to date.
6. Paragraphs (q) and (r) amend the Rules dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
7. Paragraph (s) clarifies that a Non Financial member is not entitled to the privileges of membership of the Club whilst they remain Non Financial.
8. Paragraph (t) inserts new Board eligibility criteria by inserting new circumstances whereby a member will not be eligible to nominate for or be elected to the Board to accord with best practice. For example, the new Rule 20.9(c) provides that a member shall not be eligible to nominate for election to the Board if the members has been prohibited from being a director by reason of any order or declaration made under the Corporations Act, Liquor Act, RCA or any other applicable legislation.
9. Paragraph (u) amends the Rule in relation to when casual vacancies can be filled on the Board. The amendments remove the previous Rule that allowed for further nominations for election to the Board to be received for any unfilled positions from the floor of the Annual General Meeting. Paragraph (u) now provides that if there are any unfilled positions (i.e. due to an insufficient number of members nominating for the various positions to be elected), those positions will be casual vacancies and can be filled by the Board in due course.
10. Paragraphs (v) to (x) inclusive amend the existing Rules to allow the Board to meet whenever required but at least once in every 3 months. This reflects a recent change to the RCA which removed the requirement for the Board of a Club to meet at least once a month, and replaced it with a requirement to meet at least once every 3 months. The amendments also clarify that the Board may meet in person or by electronic means and can pass a resolution by way of email. This is permitted by the Corporations Act and the RCA.

11. Paragraph (y) inserts a new Rule and amends existing Rules relating to corporate governance and Board accountability to bring the Constitution into line with the RCA and to reflect the provisions of the *Accountability Code*. These amendments are to reflect the legislative requirements.
12. Paragraph (z) clarifies that the notice of a general meeting (including an Annual General Meeting) must accord with the requirements of the RCA.
13. Paragraph (aa) to (ee) inclusive insert new provisions relating to the calling and holding of general meetings of the Club and reflects industry best practice and the recently amended Corporations Act. For example, Paragraph (aa) aligns the Constitution with the requirements of the Corporations Act in relation to the power of members to call a general meeting of the Club. Paragraph (bb) clarifies the role and powers of the Chairperson in respect of general meetings and reflects the common law and industry best practice. Paragraph (cc) sets out the Rules in relation to postponing or cancelling general meetings, and Paragraph (ee) updates the Rules relating to general meetings to reflect the Corporations Act by allowing the Club to hold virtual only general meetings and or Annual General Meetings (but only if permitted under the Corporations Act).
14. Paragraphs (ff) and (gg) update the Rules in relation to sending notices to members via electronic means, as is permitted by the Corporations Act and the RCA.
15. Paragraph (hh) permits any necessary amendments to be made to address any anomaly in Rule numbering or cross referencing and to fix any typographical errors (if any) found in the Constitution.

SECOND SPECIAL RESOLUTION

[The Second Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Corrimal RSL Memorial Club Ltd be amended by:

- (a) **inserting** the following new Rule 14.2A:

“14.2A At the meeting referred to in Rule 14.2, if the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member’s conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member. If the member charged does not comply with the warning given, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.”

- (b) **deleting** Rule 14.4 and **inserting** the following Rule 14.4:

“14.4 To be passed, a resolution under this clause requires a simple majority of the directors present and voting to vote in favour of the resolution. At the meeting:

(a) after the Board has considered the evidence put before it, the Board may:

(i) immediately come to a decision as to the member’s guilt in relation to the charge; or

(ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.

(b) after the Board has come to a decision as to the member’s guilt in relation to the charge it must:

(i) in the case of a decision under Rule 14.4(a)(i), immediately inform the member of the Board’s decision; or

(ii) in the case of a decision under Rule 14.4(a)(ii), inform the member of the Board’s decision in writing within seven (7) days of the date of the decision of the Board.”

- (c) inserting at the end of Rule 14.5 the following words and sub-rules (a) and (b):

“The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:

- (a) *at the meeting or afterwards; and*
 - (b) *by way or verbal or written submissions or a combination thereof.”*
- (d) inserting into the beginning of Rule 14.6 the words “After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.”
- (e) inserting the following new sub-heading and Rules 14.14 to 14.17 inclusive:
- “ADDITIONAL DISCIPLINARY POWERS OF SECRETARY*
- 14.14 If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*
- 14.15 In respect of any suspension pursuant to Rule 14.14, the requirements of Rules 14.1 to 14.5 shall not apply.*
- 14.16 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 14.14, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
- (a) *the member has been suspended as a member of the Club;*
 - (b) *the period of suspension;*
 - (c) *the privileges of membership which have been suspended; and*
 - (d) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rules 14.1 and 14.2.*
- 14.17 If a member submits a request under Rule 14.16(d):*
- (a) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
 - (b) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 14.1;*
- and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).’*
- (f) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on Second Special Resolution

1. The Second Special Resolution proposes updates to the Club’s disciplinary Rules.
2. Paragraphs (a) to (d) inclusive amend the existing provisions relating to disciplinary matters to bring the Constitution into line with best practice. For example, Paragraph (a) requires a reasonable modicum of behaviour from any member who is in attendance at a disciplinary meeting and Paragraph (b) provides that the Board can inform a member of the outcome of the hearing at the end of a hearing or via a letter. A member must be informed of the outcome and will retain the right to speak as to an appropriate penalty if the member is guilty of the charge.
3. Paragraph (e) proposes new Rules 14.14 to 14.17 which gives the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club.

4. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing. If a member makes such a request, the Club must commence fresh disciplinary proceedings and hear the matter in full in accordance with Rule 20 of the Constitution.
 5. This is a provision being adopted by a significant number of clubs on the basis that it allows the Secretary to deal with member disciplinary matters of a minor nature without having to issue a notice of charge or convene a full disciplinary meeting of directors.
 6. Paragraph (f) permits any necessary amendments to be made to address any anomaly in Rule numbering or cross referencing and to fix any typographical errors (if any) found in the Constitution.
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Procedural matters

1. Amendments to each of the Special Resolutions will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of a Special Resolution.
 2. To be passed, each 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 Annual General Meeting.
 3. Only financial RSL members are entitled to vote on the Special Resolutions.
 4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 5. The Board of the Club recommends that members vote in favour of each of the Special Resolutions as they will keep the Club's Constitution current with relevant legislation affecting clubs.
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Dated: 29 April 2024

By direction of the Board



Andrew Bolt
Secretary Manager