

Canley Heights RSL & Sporting Club Limited

(A Company Limited by Guarantee ABN 44 001 783 124)

Notice Of Annual General Meeting

**COMMENCES AT 9:30AM SHARP ON SUNDAY 21st MAY 2017 IN THE WAKELEY ROOM AT CANLEY HEIGHTS RSL & SPORTING CLUB
26 HUMPHRIES RD, WAKELEY.**

ORDER OF BUSINESS

Welcome & Apologies

- 1) Apologies

Confirmation of Minutes of Last General Meeting

- 2) To confirm the minutes of the Annual General Meeting held on Sunday, 15th May 2016.

Club Update

Annual Report

- 3) To receive and consider the Annual report to members for the year ended 31st December 2016 including:
 - Directors Report & Declaration
 - Auditors Report
 - Income Statement
 - Balance Sheet
 - Cash Flow Statement
 - Statement of Changes in Equity
 - Notes to the Accounts

Declaration of the results of the Ballot for the election of Directors

- 4) The Chairman will read out the results of the ballot for the election of the Board of Directors of the Club.

Directors Expenses, Honorariums, Sub-Clubs and Members Badges

- 5) To consider and if thought fit pass the following resolutions:

Resolution 1: Directors Expenses

"In accordance with Section 10 (6) and (6A) of the Registered Clubs Act the following resolution is submitted for consideration and approval:

- i) Directors be supplied with Club Directors Uniforms to be worn at Board Meetings and when representing the Club in an official capacity.*
- ii) The payment of reasonable expenses in relation to the attendance of Directors at the ClubsNSW's AGM, conferences, industry updates and other educational industry meetings or business related conferences/club related activities in order to be conversant with:*
 - *Directors responsibilities*
 - *Best Club Management Practice*
 - *Latest development in the Club Industry.*
- iii) A reasonable amount be allocated to the President (or his delegate) for the provision of refreshments "to persons in circumstances which relate to the President's duties and his role as the President of the club".*
- iv) A reasonable amount be allocated for provision of food and refreshments to Directors after Board Meetings.*
- v) Attendance of Directors at functions, with spouses where appropriate, when required to represent the Club.*
- vi) Directors be provided with reserved parking.*
- vii) Directors be provided with reserved seating, free entry to various shows, concerts, seminars, etc;*
- viii) Directors be provided with a ham and a carton of beer at Christmas Time."*

Resolution 2: Directors' Honorariums

In accordance with Section 10(6) (b) of the Registered Clubs Act, the following resolutions are submitted for consideration:

"(a) Subject to (b) below Members hereby approve the Directors of the Club receiving the following honorariums for the following twelve (12) months:

<i>President</i>	<i>\$7,500.00</i>
<i>Vice President</i>	<i>\$5,000.00</i>
<i>Directors</i>	<i>\$3,000.00</i>

(b) The honorariums shall be paid in quarterly instalments in arrears."

Notes to Members in relation to the Resolution

The resolution approves the payment of honorariums to the directors of the Club in the amounts specified in the resolution. Pursuant to the *Registered Clubs Act* honorariums can only be given to directors if they have been approved by members at a general meeting including an Annual General Meeting of the Club.

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In previous years the quarterly instalment was only paid if the club recorded a profit for the previous quarter and therefore no quarterly instalment was paid if the Club recorded a loss in the previous quarter's accounts. This requirement of restricting the payment of the quarterly instalment to only when a profit was made for the previous quarter will no longer apply. Therefore each director will receive the quarterly instalment regardless of whether or not the Club recorded a profit for the previous quarter. Some members have called for the removal of the profit requirement at previous Annual General Meetings of the Club. It was put in place when the Club was under financial pressure and the Board wanted to demonstrate leadership on the issue of financial restraint.

The resolution this year will also change from last year as the position of Treasurer will no longer exist on the board from the 2017 Annual General Meeting which was approved by members at last years' Annual general Meeting.

The members acknowledge that the benefits in Resolutions 1 and 2 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.

Resolution 3: Sub-Clubs, Sporting Groups, Charitable Organisations and other Intra Club Bodies

"That the Board of Directors be authorised to make grants to support Sub-Clubs, Sporting Groups, Charitable Organisations and other Intra Club Bodies where appropriate."

Resolution 4: Members Badges

"That the Club provide to members in recognition of their length of membership at the Club (at the Club's cost) a members badge upon ten years continuous membership, fifteen years continuous membership, twenty years continuous membership and each five (5) years' continuous membership of the Club thereafter."

Resolution 5: Life Members - Complimentary Beverage

"That, as and from 21 May 2017 and in accordance with section 10(6A) of the Registered Clubs Act, each Life member of the Club will be eligible, to a maximum of, one complimentary beverage (alcoholic or non-alcoholic) on each day they attend the Club."

The members acknowledge that the benefits in Resolution 5 above are not available to members generally, but only for those who are Life members of the Club.

Resolution 6: Life Members - Designated Car Spaces

"That, as and from 21 May 2017 and in accordance with section 10(6A) of the Registered Clubs Act, the Club will set aside within the Club's car park a designated car space for each Life member of the Club except during any period when a Life Member is entitled to a designated space because he or she is also a Director of the Club or a member of the Sub-Branch committee."

Notes to Members in Relation to the Resolution

This resolution if it is approved by members will authorise the Board of the Club to set aside a designated car parking space within the Club's car park for each Life member of the Club. A Life member that is also a Director or a member of the Sub Branch committee (who are entitled to a car space) shall only be entitled to the one car park space.

The Board would like Life members to be assured of a car park space which is not too far from the Club's main entrance when they visit the Club.

The members acknowledge that the benefits in Resolution 6 above are not available to members generally, but only for those who are Life members of the Club.

Resolution 7: Welfare Officers

"That members hereby approve the Welfare Officer(s) receiving an honorarium pursuant to section 53A of the Club's Constitution, being:

- (a) If one (1) Welfare Officer is appointed by the Board, a maximum of \$4,800.00; or*
- (b) If two (2) Welfare Officers are appointed by the Board a maximum of \$2,400.00 each."*

Special Resolutions – Proposed Amendments to the Constitution

- 6) To consider and, if thought fit, pass the Special Resolutions proposed to amend the Club's Constitution which follows on from this Notice of Annual General Meeting.

General Business

- 7) To transact any business that may be brought before the meeting in conformity with the constitution of the Club.

By order of the Board of Directors



Mark Baxter
Chief Executive Officer
14th March 2017

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Notes to Members

1. The Doors to the Meeting will be closed at 9:30am and no Members will be permitted entry to the meeting after this time
2. Members are reminded only financial questions on notice will be dealt with at the AGM. Any questions relating to the Annual Report must be in writing addressed to the Chief Executive Officer and received prior to the 26 April 2017 to enable the appropriate research to be undertaken on the question by the Board. Any questions received after this date will not be addressed at the AGM.

NOTICE TO MEMBERS ABOUT THE ANNUAL FINANCIAL REPORTS

Members are advised that the Corporations Act was amended in 2011 to include a new section 316A which provides that if members want copies of the Financial report, the Directors' report and the Auditors report for the financial year to be sent to them they need to notify the Club in writing. The Club will not be posting out these reports to every member but only to those members who have given written notice to the Club that they require copies to be sent to them either by post or by email at the email address they give to the Club.

NOTICE OF SPECIAL RESOLUTIONS FOR ANNUAL GENERAL MEETING

Members will be asked at the AGM to be held on Sunday 21st May 2017 to consider and if thought fit pass the Special Resolutions set out below:

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, each 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.
2. The Special Resolutions should be read in conjunction with the notes to members which follow each Special Resolution.
3. Only Life members, Financial Service members and Financial Ordinary members (who have been Financial Ordinary members for a continuous period of at least twelve (12) months) may vote on the Special Resolution.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
5. Amendments to the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the Special Resolutions to members.

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 Canley Heights RSL & Sporting Club limited be amended by:

- (a) **deleting** Rule 19 and **replacing** it with, "Rule 19 Deleted":
- (b) **deleting** Rule 24 (which deals with the Rights of members) and replacing it with the following new Rule 24:

"24 (a) Life members, financial Service members and, in the case of Ordinary members, those Ordinary members who have been continuous members of the Club for at least 12 months are entitled to:

 - (i) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (v) propose, second, or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible member for Life membership;
 - (vii) introduce guests to the Club.

(b) Life members, financial Service members and Ordinary members who in each case have been continuous members of the Club for at least 3 years from the date of nomination or appointment are, subject to Rule 47, entitled to nominate for and be elected to hold office or be appointed on the Board;

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- (c) Ordinary members who have been members of the Club for less than 12 months shall only be entitled to:
- (i) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) vote in the election of the Board;
 - (iii) vote at any general meeting on any issue where the Registered Clubs Act or the Gaming Machines Act provides that Ordinary members (as defined in the Registered Clubs Act) are permitted to vote on the resolution;
 - (iv) introduce guests to the Club."
- (c) **deleting** the words, "President, Vice President or Treasurer" from Rule 47 (a) and replacing them with the words, "President or Vice President" so that Rule 47 (a) would appear as follows:
- "Only Financial Service members, Financial Ordinary members and Life members who have been members of the Club for three (3) consecutive years at the close of nominations shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board of Directors of the Club provided that, as and from the Annual General Meeting in 2011 and for the purposes of the election held prior to that Annual General Meeting, in order to be eligible to nominate to either position of President or Vice President a member must have served for at least a full year as a Director of the Club."*

Notes to Members on First Special Resolution

1. **Paragraph (a)** deletes Rule 19 which is only of historical relevance applying when the current Constitution was adopted and can now be deleted.
2. **Paragraph (b)** simply sets out the rights of members in a clearer manner without making any change to those rights and also clarifies the rights of Ordinary members with less than 12 months membership. These members have no voting rights other than those provide by the Registered Clubs Act including such things as voting on any core property resolution or any amalgamation proposal.
3. **Paragraph (c)** simply deletes a reference to the Treasurer from Rule 47 (a) as the position of Treasurer will be removed from the Annual General Meeting in 2017.

SECOND SPECIAL RESOLUTION

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

That with effect from the Annual General Meeting of the Club to be held in 2017 the Constitution of Canley Heights RSL & Sporting Club limited be amended by deleting Rule 49 (d) which provides as follows

"If no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, nominated will be declared elected at the Biennial General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one (1) candidate is nominated for such vacancies, an election by ballot for such vacancies remaining will be held in accordance with procedures prescribed by the Board."

and **replacing** it with the following new Rule 49 (d)

"If no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, nominated will be declared elected at the Biennial General Meeting and the position or positions remaining vacant shall be deemed to be casual vacancies and filled by the Board in accordance with Rule 67."

Notes to Members on the Second Special Resolution

1. The **Second Special Resolution** will amend the current provision in rule 49 (d) where there are not enough nominations by the closing date additional nominations are called from the floor of the AGM to a situation where the vacancies can be filled by the Board of Directors as casual vacancies. In the unlikely situation that not enough nominations are received at any Biennial election of the Board this change will allow the Board time to consider and appoint appropriate members to the Board without the issue having to be decided at the AGM

By direction of the Board of Directors



Mark Baxter
Chief Executive Officer
14th March 2017