

**CANLEY HEIGHTS RSL & SPORTING CLUB LIMITED
ABN 44 001 783 124**

NOTICE OF ANNUAL GENERAL MEETING

**COMMENCES AT 9:30AM SHARP ON SUNDAY 10 NOVEMBER
2024 IN THE JOE KIERNAN ROOM (formerly the WAKELEY
ROOM) AT THE CLUB AT 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, 12th November 2023.

Club Update

Annual Report

3. To receive and consider the Annual report to members for the year ended 30th June 2024 including:
 - Directors Report & Declaration
 - Auditors Report
 - Income Statement
 - Balance Sheet
 - Cash Flow Statement
 - Statement of Changes in Equity
 - Notes to the Accounts

Election of Board

4. To declare the results of the election of the Board for the next two (2) year period until the next Biennial General Meeting.

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 to be conversant with:
 - *Directors' responsibilities*
 - *Best Club Management Practice*
 - *Latest development in the Club Industry.*
- (i) *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".*
 - (ii) *A reasonable amount be allocated for provision of food and refreshments to Directors after Board Meetings.*
 - (iii) *Attendance of Directors at functions, with spouses where appropriate, when required to represent the Club.*
 - (iv) *Directors be provided with reserved parking.*
 - (v) *Directors be provided with reserved seating, free entry to various shows, concerts, seminars, etc;*
 - (vi) *The provision of an iPad or laptop or similar device for directors to be able to access Board papers.*
 - (vii) *Directors be provided with a ham and a drinks voucher valued at \$50 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 period from November 2024 until the next Annual General Meeting:

<i>President</i>	<i>\$10,000.00</i>
<i>Vice President</i>	<i>\$8,000.00</i>
<i>Directors</i>	<i>\$6,000.00</i>

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

Notes to Members in relation to the Resolutions 1 and 2

Resolution 1 approves the payment for expenses for directors incurred in the course of carrying on their duties. Resolution 2 approves the payment of honorariums to the directors of the Club. 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.

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 member’s 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 10 November 2024 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.”

Resolution 6: *Life Members - Designated Car Spaces*

“That, as and from 10 November 2024 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 3 to 6

Resolutions 3 to 6 propose that members approved benefits being approved to different members and groups of members.

The members acknowledge that the benefits in Resolutions 3 to 6 above are not available to members generally, but only for those who members referred to in the relevant resolution.

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 (for the period 10 November 2024 until the next AGM); or
- (b) If two (2) Welfare Officers are appointed by the Board a maximum of \$2,400.00 (for the period 10 November 2024 until the next AGM each.”

Special Resolution – Proposed Amendments to the Constitution

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

Election of Board

7. To declare the results of the election of the Board for the next two (2) year period until the next Biennial General Meeting.

General Business

8. 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 Gavinel
Chief Executive Officer

Notes to Members

1. **The Doors to the Meeting will be closed at 9.00 am 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 31 October 2024 to enable the appropriate research to be undertaken on the questions by the Board. Any questions received after this date will not be addressed at the AGM.

NOTICE OF SPECIAL RESOLUTIONS FOR ANNUAL GENERAL MEETING

Members will be asked to consider and if thought fit pass the Special Resolution set out below.

PROCEDURAL MATTERS FOR THE SPECIAL RESOLUTION

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. 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 immediately preceding this meeting may vote on the Special Resolutions.
4. Under the Registered Clubs Act members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. Amendments to the Special Resolutions (other than minor typographical corrections or other changes 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 Resolution to members.

SPECIAL RESOLUTION

That the Constitution of Canley Heights RSL & Sporting Club Limited be amended by:

- (a) **deleting** the definition of Financial member in Rule 2 and inserting the following new definition:

"Financial member" means a member of the Club who has paid all joining fees, subscriptions, levies, and other payments to the Club by the relevant due dates, or in the case where no subscription is charged, has renewed their membership by the relevant due date.

- (b) **inserting** the following new Rule 4A:

"A reference to a person being present or participating in a meeting "in person" includes attendance by virtual or electronic means."

- (c) **inserting** the following new Rule 4B:

"A reference to a notice in writing includes a notice sent electronically or notification of the notice being available being sent electronically."

- (d) **inserting** the following new Rule 9(f)

Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to

- (i) implement house polices for the responsible service of liquor and the responsible conduct of gambling;*
- (ii) include in those polices measures to assist in the ham minimisation objects;*
- (iii) take steps to enforce those policies;*
- (iv) without limiting the generality of Rule 9(f)(iii) include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 43 and 43A shall not apply to any such exclusion.*

- (e) **deleting** Rule 23 and **inserting** the following new Rule:

LIFE MEMBERS

- (a) *A Life member shall be any member who has:*
- (i) rendered meritorious service to the Club; and*
 - (ii) been granted Life membership of the Club in accordance with this Constitution.*
- (b) *Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).*

- (c) *Candidates for Life membership shall be proposed by one and seconded by another Service member, Ordinary member or Life member and submitted to the Board for approval.*
- (d) *If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.*
- (e) *If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.*
- (f) *If a nomination for Life membership is approved by a resolution passed by at least 75% of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.*
- (g) *Every Life member shall be entitled to all the rights and privileges of the category of membership to which they belonged prior to their election to Life membership.*
- (h) *A Life member is relieved from the payment of any annual subscription.*
- (i) *Not more than two (2) Life members shall be elected in any financial year*

- (f) **deleting** Rule 28(a) and in its place inserting the following new Rule:

Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act if such a distance is required or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.

- (g) **deleting** Rules 90 to 91 B and in their place **inserting** the following new Rules

90 *A notice may be given by the Club to any member either:*

- (a) *personally;*
- (b) *by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (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; or*
- (e) *by any other method permitted by the Corporations Act.*

91 *Where a notice is sent by post to a member in accordance with Rule 90, the notice shall be deemed to have been received by the members on the day following that on which the notice was posted.*

- 91A *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*
- 91B *Where a member is notified of a notice in accordance with Rule 90(d), the notice is taken to have been received on the day following that on which the notification was sent.*
- 91C *If a member has not made a specific election on how to receive notices, or they have not provided an email address or mobile phone number to receive electronic notification, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.*
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Notes to Members on Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolution also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
 2. **Paragraph (a)** updates the definition of Financial member to reflect the fact that the Registered Clubs Act no longer sets a minimum subscription for membership.
 3. **Paragraph (b)** clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology.
 4. **Paragraph (c)** carries that notices in writing can be given electronically.
 5. **Paragraph (d)** inserts new provisions which refer to the Club's responsible service of alcohol policy and responsible service of gaming policy and provide that the Club can take action to enforce those policies, including removing persons from the premises, and denying them access to the premises. This reflects a pro active approach to harm minimisation.
 6. **Paragraph (e)** updates the Rules in relation to the process for Life membership, to ensure the rules are more comprehensive.
 7. **Paragraph (e)** updates the rules in relation to temporary members to reflect proposed changes to the Registered Clubs Act in relation to eligibility for temporary members.
 8. **Paragraph (g)** updates the Rules in relation to giving notices to members to reflect the current provisions of the Corporations Act.
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Dated:

By direction of the Board of Directors

Mark Gavinel
Chief Executive Officer