



Notice of Annual General Meeting

Notice is hereby given that the ANNUAL GENERAL MEETING of Canterbury-Hurlstone Park RSL Club Ltd ABN 56 000 967 199 is convened for TUESDAY 17TH of APRIL 2018 in the Club Auditorium at the premises of the Club at 20 – 26 Canterbury Road Hurlstone Park New South Wales at 7pm sharp.

All financial Members may attend.

BUSINESS:

1. To confirm Minutes of the previous Annual General Meeting.
2. To receive and consider the Board of Directors' Report.
3. To receive and consider the Financial Statements and Auditor's report.
4. To consider Ordinary Resolutions of which notice is given (as set out below in this Notice).
5. To consider the Special Resolution of which notice is given (as set out below in this Notice).
6. To deal with any business of which prior notice has been given in writing.

Members are requested to send questions in relation to the Annual Report to the Chief Executive Officer in writing at least 48 hours prior to the Annual General Meeting so that the matter can be researched as appropriate prior to the meeting.

The Annual Report is available to Members on request by contacting the Club on 02 9559 0000 or emailing chprsl@chprsl.com.au

ORDINARY RESOLUTIONS

FIRST RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) The Members hereby approve and agree to expenditure by the Club of a sum not exceeding \$50,000 (excluding any Goods and Services Tax) for the next 12 months commencing at the conclusion of this Annual General Meeting for the following activities of directors:
 - (i) reasonable meal and refreshments to be associated with each Board Meeting and other constituted Committee Meetings of the Club;
 - (ii) reasonable meal and refreshments associated with official functions at the Club including but not limited to Anzac Day, Commemoration Sunday, Club Member of the Year dinner, Members Anzac dinners and Club Member Christmas dinners;
 - (iii) the right for Directors to incur reasonable expenses in travelling to and from Directors' Meetings or to other constituted Committee Meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (iv) the right for Directors to incur reasonable expenses for Internet and telephone usage including mobile telephone usage approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (v) the reasonable cost of Directors and partners and other Members of the Club, as appropriate, attending the Charity Race Days conducted by the Western Metropolitan Zone of Clubs NSW and other Registered Charities and the reasonable cost of the Club sponsoring a race on the program;
 - (vi) the reasonable cost of entertaining and providing refreshments in the Club premises for the Members of the Board of Directors or the Executive entertaining visitors to the Club, including but not limited to the Clubs NSW representatives, RSL & Services Clubs Association representatives, CMA representatives, representatives of other registered clubs, and Members of Canterbury Hurlstone Park RSL Sub-Branch Executive;
 - (vii) the provision, as required, of corporate apparel for the use of Club Directors when representing the Club.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only for those Members who are directors of the Club and those persons directly involved in the above activities.

SECOND RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) The Members hereby approve and agree to expenditure by the Club of a sum not exceeding \$70,000 (excluding any Goods and Services Tax) for the professional development and education of directors for the next 12 months commencing at the conclusion of this Annual General Meeting and being for:
 - (i) the reasonable cost of Directors and partners attending at Clubs NSW Annual General Meeting and other meetings, and the RSL & Services Clubs Association Annual General Meeting and other meetings, and meetings of any other Association of which the Club is a Member;
 - (ii) the reasonable cost of Directors and partners attending industry related functions where Directors are required to represent the Club;
 - (iii) the reasonable cost of Directors and partners attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 - (iv) the reasonable cost of Directors attending conferences or seminars including such conferences or seminars held outside of New South Wales or Australia or visiting other registered clubs or hospitality venues for the purpose of viewing or assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club;

- (v) the reasonable cost of Directors attending accredited Director and Management training courses including but not limited to courses conducted by the Australian Institute of Company Directors as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to Members generally but only for those Members who are directors and those persons directly involved in the above activities.

THIRD RESOLUTION

That pursuant to the Registered Clubs Act 1976, the Members hereby approve and agree to Life Members of the Club being provided with a reasonable meal and refreshments, each month at the Club for the next 12 months commencing at the conclusion of this Annual General Meeting and the Life Members of the former Western Suburbs Australian Rules Football Club Limited, the Life Members of the former Marrickville RSL Club Limited and the Life Members of the former Bargo Sports Club Limited being provided with a reasonable meal and refreshments on Club premises as approved by the Board for the next 12 months commencing at the conclusion of this Annual General Meeting.

FOURTH RESOLUTION

That pursuant to the Registered Clubs Act 1976, the Members hereby approve and agree to expenditure by the Club of a sum not exceeding \$175,000 (excluding Goods and Services tax) for the next 12 months commencing at the conclusion of this Annual General Meeting for the following expenses (but subject to approval by the Board of Directors):

- (i) Grants to sporting and other affiliated Intra Clubs;
- (ii) Reasonable refreshments for Intra Club Committee Members following monthly or bimonthly Intra Club committee meetings;
- (iii) Reasonable refreshments for Intra Club Committee Members who conduct the Intra Club competitions played within the Club (including all the Club's premises);
- (iv) Reasonable refreshments for persons attending each Intra Club's Annual General Meeting or Presentation Day.

The Members acknowledge these benefits are not available to the Members generally but only to those Members involved in the above activities.

FIFTH RESOLUTION

That pursuant to the Registered Clubs Act 1976, the Members approve the payment of the following honoraria (plus superannuation contributions to be made by the Club at a level sufficient to ensure that the Club is compliant with superannuation guarantee legislation) to the Club's Directors in the period up to the next Annual General Meeting of the Club:

President:	\$1,666.66 per month
Senior Vice President:	\$1,541.66 per month
Junior Vice President:	\$1,541.66 per month
Each other director:	\$1,416.66 per month

to be paid in equal monthly instalments in arrears, provided that if any Director serves in office for any period of less than a calendar month then the instalment payment for that month will be prorated on a daily basis.

NOTES FOR MEMBERS

Ordinary Resolutions

- (1) For each of the above Ordinary Resolutions to be passed they must receive votes in their favour from not less than a simple majority of those members present and voting (being eligible to do so).
- (2) Life Members, financial RSL Members, and financial Club Members, and financial Marrickville RSL Members (subject to the restrictions in Rule 28A(c) of the Constitution) are entitled to vote on Ordinary Resolutions 1 to 4.
- (3) Under section 10 of the Registered Clubs Act 1976 (**Registered Clubs Act**), benefits can only be provided to directors and certain Members that are not offered equally to all Full Members of the Club, if approved by the Members. Ordinary Resolutions 1 to 4 above are put to the Members for approval under section 10 of that Act.
- (4) Under section 10(6)(b) of the Registered Clubs Act, honoraria may be paid to the Directors if it is approved by ordinary resolution of the Members. The Members entitled to vote on the Fifth ordinary resolution are the Members who are eligible to vote at Board elections, that is financial RSL Members, financial Club Members, Life Members and financial Marrickville RSL Members (subject to the restrictions in Rule 28A(c) of the Constitution) with at least 2 years continuous membership of the Club at the date of the meeting.
- (5) Any director appointed to the Board pursuant to section 30(1)(b1) of the Registered Clubs Act would be paid honoraria at the same rate as any other Ordinary Director.

SPECIAL RESOLUTION

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That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd be amended by:

- (1) adding a new Rule 32(f) as follows:

'(f) The Board, the Secretary, or the senior employee on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give any reason.'

- (2) deleting Rule 52(d) in its entirety and replacing it with a new Rule 52(c) as follows:

'(c) The Board shall be elected under the biennial election system. The Board shall hold office until the conclusion of the second Annual General Meeting after that at which they were elected, when they shall retire but shall be eligible for re-election subject to this Constitution.'

- (3) deleting Rule 53(a) in its entirety and replacing it with the following new Rule 53(a):

- '(a)
- (i) The Board shall determine the period for nominations to be made in a Board election year, provided that period shall be not less than 21 days.
 - (ii) Each candidate for election to the Board must be nominated in writing by at least 2 financial Full Members (who each belong to a class of membership entitled to nominate candidates under this Constitution) in the form prescribed by the Board. The nomination must be signed by the proposer and seconder, and by the candidate to signify their consent to the nomination, and must include the candidate's consent to be bound by the Club's Board Charter and Directors' Code of Conduct (as amended from time to time).
 - (iii) The duly completed and signed nomination form must be lodged with the Secretary. The Secretary must cause notification of each nomination to be posted on the Club noticeboard promptly after receipt, but the failure to post any such notification does not invalidate the nomination.'

(4) deleting Rule 54 in its entirety and replacing it with the following new Rule 54:

- '54. A member is ineligible to be nominated for, or elected or appointed to, the Board or to any committee of the Club if:
- (a) that person has been found guilty of a charge and suspended or expelled from membership within the last 2 years;
 - (b) the person's rights of membership are suspended;
 - (c) the person is not a financial member;
 - (d) the person is a former employee of the Club whose services were terminated for misconduct at any time within the last 6 years;
 - (e) the person is a director or top executive (as defined in the Registered Clubs Act) of another registered club that owns or operates premises to which a Club Licence relates located within 50 kilometres of any premises of the Club to which a Club Licence relates;
 - (f) the person is the licensee or manager of a hotel located within 50 kilometres of any premises of the Club to which a Club Licence relates;
 - (g) the person is a director of, or controls the composition of the board of, any company which holds a hotel licence which relates to premises located within 50 kilometres of any premises of the Club to which a Club Licence relates;
 - (h) the person was a director of a registered club at the time the Authority appointed an administrator to that club pursuant to section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years;
 - (i) the person has been convicted of an offence and sentenced to imprisonment, at any time within the last 6 years;
 - (j) the person has been removed from office as a director or secretary of any registered club by the Authority, at any time within the last 6 years;
 - (k) the person has been disqualified from holding a liquor licence or being the manager of liquor licensed premises, at any time within the last 6 years;
 - (l) the Authority has declared that person ineligible to stand for election or to hold office in the position of secretary or director of a registered club, at any time within the last 6 years; or
 - (m) the person has been disqualified from managing any corporation under Part 2D.6 of the Act, at any time within the last 6 years,

provided that Rules 54(h) to (m) shall not render a person ineligible if the relevant conviction, decision of the Authority, or disqualification from holding office (as the case may be) has been overturned on appeal.'

(5) deleting Rule 73 in its entirety and replacing it with the following new Rule 73:

- '73. In addition to the circumstances in which the office of a Director becomes vacant by law, the office of a Director becomes vacant and a casual vacancy is created if the Director:
- (a) becomes disqualified from managing any corporation under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (b) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (e) by notice in writing given to the Secretary, resigns from office;
 - (f) becomes prohibited, disqualified or otherwise ineligible to be a Director pursuant to the Registered Clubs Act or any other law;
 - (g) becomes an employee of the Club;
 - (h) ceases to be a member entitled to hold office on the Board;
 - (i) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act (provided that this Rule 73(i) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act);
 - (j) becomes a director or top executive (as defined in the Registered Clubs Act) of another registered club that owns or operates premises to which a Club Licence relates located within 50 kilometres of any premises of the Club to

which a Club Licence relates;

- (k) becomes the licensee or manager of a hotel located within 50 kilometres of any premises of the Club to which a Club Licence relates;
- (l) becomes a director of, or controls the composition of the board of, any company which holds a hotel licence which relates to premises located within 50 kilometres of any premises of the Club to which a Club Licence relates;
- (m) was a director of a registered club at the time the Authority appointed an administrator to that club pursuant to section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years;
- (n) has been convicted of an offence and sentenced to imprisonment, at any time within the last 6 years;
- (o) has been removed from office as a director or secretary of any registered club by the Authority, at any time within the last 6 years;
- (p) has been disqualified from holding a liquor licence or being the manager of liquor licensed premises, at any time within the last 6 years; or
- (q) has been declared ineligible by the Authority to stand for election or to hold office in the position of secretary or director of a registered club, at any time within the last 6 years,

provided that Rules 73(m) to (q) shall not render a Director ineligible to be elected or appointed to the Board if the relevant conviction, decision of the Authority, or disqualification from holding office (as the case may be) has been overturned on appeal.'

NOTES FOR MEMBERS ON THE SPECIAL RESOLUTION

- (1) This resolution is to be proposed as a special resolution under the Club's Constitution and the Corporations Act 2001.

Temporary Membership

- (2) A person does not have a right to be admitted as a temporary member of the Club, and under Rules 31 and 32 of the Constitution they will only be admitted in accordance with the procedures set by the Board and are only entitled to those facilities and amenities determined by the Board. Temporary members may be asked to leave the Club's premises at any time if deemed appropriate by the Club. The new Rule 32(f) proposed in paragraph 1 of the special resolution expressly sets this out in the Constitution for ease of reference.

Board elections

- (3) The Board is currently elected under the biennial election system. Rule 52(d) of the Constitution (which is a typographical error and should be Rule 52(c)) states that the Board 'shall have a term of two (2) years'. The amendments proposed in paragraph 2 of the special resolution remove that wording, but retain the biennial election system.
- (4) The Board is proposing to change the financial year of the Club from being 1 January - 31 December, to being 1 July - 30 June. The Board considers that this will have practical benefits for the Club, including:
 - (a) the Club has been advised by its auditors that the Australian Taxation Office prefers corporations to operate on a taxation year ending 30 June, and changing the Club's financial year and tax year will align the Club with current preferred practice; and
 - (b) the current end of financial year on 31 December coincides with a peak trading period over Christmas and New Year, and the Club expects there will be administrative and operational benefits, and likely saving of time and costs, if the preparation of audited accounts and other financial year end procedures are moved to mid calendar year.
- (5) If the financial year is changed, then a short financial year of 6 months will be required as an interim measure which will be 1 January 2018 to 30 June 2018. This means that:
 - (a) An additional Annual General Meeting will need to be held for that short financial year in the second half of the 2018 calendar year.
 - (b) As the Board holds office until the conclusion of the second Annual General Meeting after its election, this will affect the Board election cycle so that even though the Board elections will still be held biennially, the term of office of the current Board will be reduced by several months and will not be a full 2 years. Therefore, the amendment to Rule 52 is proposed to accommodate this.

- (c) The current Board will retire at the conclusion of the second Annual General Meeting to be held in the 2018 calendar year, and a Board election will be conducted at that time.

Board Nominations

- (6) The Board has developed a Board Charter and Directors' Code of Conduct. This is intended to set the standard for Directors' conduct in the Boardroom and while representing the Club.
- (7) The amendments to Rule 53(a) in paragraph 3 of the special resolution are intended to ensure that candidates in Board elections sign a nomination form in an appropriate format, and consent to comply with the Charter and Code of Conduct (which may be amended by the Board from time to time). The Charter and Code are available for candidates from the Chief Executive Officer.

Eligibility for Board Elections

- (8) Members would be aware that Directors are required to devote significant time and attention to the Club's business and affairs, and to represent the Club particularly in our local community. Paragraphs 4 and 5 of the special resolution propose to add the following circumstances in which a person would be ineligible to hold office on the Board (or a Club committee):
- (a) if the person is a director or top executive (as defined in the Registered Clubs Act) of another registered club that owns or operates premises to which a Club Licence relates located within 50 kilometres of any premises of the Club to which a Club Licence relates;
 - (b) if the person is the licensee or manager of a hotel located within 50 kilometres of any premises of the Club to which a Club Licence relates; or
 - (c) if the person is a director of, or controls the composition of the board of, any company which holds a hotel licence which relates to premises located within 50 kilometres of any premises of the Club to which a Club Licence relates.
- (9) These changes are intended to ensure that Directors are able to avoid significant commercial conflicts of interests and to devote the appropriate time and attention to the Club's core business and affairs.
- (10) The other criteria in Rules 54 and 73 are existing and remain unchanged, but the whole of the proposed new Rules are set out in this notice for ease of reference for members.

General Notes

- (11) Members are requested to send any questions about the special resolution to the Chief Executive Officer in writing or by email at least 5 business days prior to the Annual General Meeting so that they can be addressed as appropriate.
- (12) The special resolution will only be passed if at least 75% of the members present and voting (being eligible to do so), vote in favour of the special resolution. The substance of the special resolution cannot be amended by motions from the floor of the meeting.
- (13) Life Members, financial R.S.L. members, financial Club members, and financial Marrickville RSL Members (subject to the restrictions in Rule 28A(c) of the Constitution) who have been a member for at least 2 continuous years at the date of the Annual General Meeting are entitled to vote on the special resolution.
- (14) Proxy voting is prohibited and employees are prohibited from voting under the Registered Clubs Act.
- (15) A copy of the current Constitution is available for members from the Chief Executive Officer on request.

By order of the Board



Dean Thomas
Chief Executive Officer

21 February 2018