



CANTERBURY•HURLSTONE PARK
RSL CLUB

AGM NOTICE

For the year ended 30 June 2021

AGM Notice

Annual General Meeting - For the financial year ended 30 June 2021.

Notice is hereby given that the ANNUAL GENERAL MEETING of Canterbury-Hurlstone Park RSL Club Ltd ABN 56 000 967 199 (**Club**) is convened for **Sunday, 14 November 2021 at 10.00am:**

- at the premises of the Club at 20–26 Canterbury Road Hurlstone Park New South Wales (**venue**)

AND

- Online via Vero Voting (see instructions below)

All financial Members (except Junior Sporting Members) may attend.

Subject to any further Government COVID-19 restrictions, the Annual General Meeting at the venue will be conducted in accordance with; the current NSW Public Health Orders, any relevant vaccination requirements applicable at the time, and our COVID Safe Plan and we would ask all attendees to follow the directions of Club staff on arrival. Members wishing to attend the Annual General Meeting are required to register their interest in attending by phoning the club on (02) 9559 0000 or emailing chprsl@chprsl.com.au.

Reasons for holding of the Annual General Meeting at the venue and also using technology

1. The current COVID-19 restrictions mean that it may not be possible to hold a physical Annual General Meeting at the venue.
2. The Board therefore consider it prudent to hold the Annual General Meeting both at the venue and using technology. This means the Annual General Meeting can be held using technology only should a physical meeting at the venue not be permissible or practicable on 14 November 2021.
3. In the event that COVID-19 related lockdown and/or restrictions prevent the Club holding a physical meeting on 14 November 2021 at the venue, the meeting will be held by using technology (without having a meeting at the venue) in accordance with recent changes to the *Corporations Act 2001* (Cth) (**Corporations Act**).
4. **Members should regularly check the Club's website at <https://www.chprsl.com.au/> prior to 14 November 2021 for any updates given by the Club regarding the holding or conduct of the Annual General Meeting at the venue, as it may be affected by any new Government imposed COVID-19 lockdowns or restrictions.**

5. Unless the Club's website advises prior to 14 November 2021 that the Annual General Meeting will be held only using technology (i.e. online only), members should assume that a physical meeting at the venue will be held on that date (as well as online), as specified at the beginning of this notice.
6. All resolutions will be decided on a poll. The recent changes to the *Corporations Act 2001* (Cth) (**Corporations Act**) require all resolutions to be decided in this manner where technology is used to conduct the meeting, subject to the terms of a company's constitution. As the Club's constitution does not presently provide for general meetings using technology, the Club will apply the default position under the Corporations Act regarding resolutions being decided on a poll. Members would be able to vote and ask questions at the Annual General Meeting using technology.
7. The Board apologises for any inconvenience which may be caused to members if it becomes necessary to hold the Annual General Meeting only by using technology. Use of technology only to hold the Annual General Meeting may be necessary to ensure the health and safety of the Club's staff and members.

How to attend and vote at the Annual General Meeting using technology

1. Members eligible to attend the Annual General Meeting who have previously provided a valid email address to the Club will receive an email from Vero Voting at least 21 days prior to the 2021 AGM with details on how to register and participate in the AGM online, as well as their unique username and password.
2. In this email members will be supplied with a unique link which can be used to log into the Vero AGM Portal. Alternately members will be able to visit <https://CHPRSL.verovoting.com.au/> and login to the Vero AGM portal using the Username and PIN provided by Vero Voting.
3. Members who have not previously provided the Club with an email address and wish to participate in the meeting online can contact the Club on chprsl@chprsl.com.au or (02) 9559 0000 or Vero Voting support at support@vero.com.au or 1300 702 898.

BUSINESS:

1. To confirm Minutes of the previous Annual General Meeting.
2. For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015* (NSW), notice will be given of any expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club in the previous 12 months (if any).
3. To receive and consider the Board of Directors' Report.
4. To receive and consider the Financial Statements and Auditor's report.
5. To consider, and if thought fit, pass the Ordinary Resolutions appearing under the heading below "Ordinary Resolutions" which relate to:
 - (a) Benefits of directors and specific members for the purposes of the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**); and
 - (b) Appointment of Auditor.
6. To consider, and if thought fit, pass the Special Resolutions appearing under the heading below "Constitution Amendment Special Resolutions".

7. 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 ORDINARY 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) until the next Annual General Meeting of the Club 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 and other charitable or community events as approved by the Board from time to time;
 - (vi) the reasonable cost of entertaining and providing refreshments in the Club premises for the Directors 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 ORDINARY 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 until the next Annual General Meeting of the Club and being:
 - (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 the paragraph 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 ORDINARY 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 until the next Annual General Meeting of the Club, 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 benefit to be used on Club premises as approved by the Board until the next Annual General Meeting of the Club.

FOURTH ORDINARY 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) until the next Annual General Meeting for the following expenses (but subject to approval by the Board of Directors):

- (a) Grants to sporting and other affiliated Intra Clubs;

- (b) Reasonable refreshments for Intra Club Committee Members following monthly or bimonthly Intra Club committee meetings;
- (c) Reasonable refreshments for Intra Club Committee Members who conduct the Intra Club competitions played within the Club (including all the Club's premises);
- (d) 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 ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976, the Members approve expenditure by the Club of a sum not exceeding \$30,000 (excluding Goods and Services tax) until the next Annual General Meeting for the promotion and welfare of individual R.S.L. members who make application to the Board in accordance with by-laws approved by the Board for the purpose of this Ordinary Resolution, provided:

- (a) such by-laws set out criteria the Board considers relevant to warrant its consideration of any application by an individual R.S.L. member for welfare and support; and
- (b) no individual R.S.L. Member shall be paid cash (or any other monetary form), and any in kind welfare and support shall not exceed a value of \$200.

SIXTH ORDINARY RESOLUTION

That Grant Thornton Audit Pty Ltd be appointed as auditor of Canterbury-Hurlstone Park RSL Club Ltd (ABN 56 000 967 199) (**Club**):

- (a) on and from the conclusion of the Club's 2021 Annual General Meeting; and
- (b) the date on which the Australian Securities and Investments Commission (**ASIC**) consents to (or otherwise fixes) the resignation of PKF(NS) Audit & Assurance Limited Partnership (ABN 91 850 861 839) as auditor of the Club pursuant to an application made to ASIC.

SEVENTH ORDINARY 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:

- (a) If the Fourth Special Resolution is passed (which in effect would amend the Club's Constitution so that there would only be one Vice President after the conclusion of this Annual General Meeting):

President:	\$20,000
Vice President:	\$18,500
Each other director:	\$17,000

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.

- (b) If the Fourth Special Resolution is not passed (i.e. if there is to remain both a Senior Vice President and Junior Vice President on the Board at the conclusion of this Annual General Meeting):

President:	\$20,000
Senior Vice President:	\$18,500
Junior Vice President:	\$18,500
Each other director:	\$17,000

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.

EXPLANATORY NOTES FOR MEMBERS REGARDING THE ORDINARY RESOLUTIONS

General

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. Pursuant to Rule 24 of the Club's Constitution, Life Members, financial R.S.L. members, and financial Club members, and financial Marrickville RSL members (subject to the restrictions in Rule 28A(c) of the Club's Constitution) are entitled to vote on the First to the Sixth Ordinary Resolutions.

Benefits to specific members – First to Fifth Ordinary Resolutions

3. Under section 10 of the Registered Clubs Act 1976, certain 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. The First to Fifth Ordinary Resolutions above are put to the Members for approval under section 10 of that Act.

Appointment of new auditor – Sixth Ordinary Resolution

4. If the Sixth Ordinary Resolution is passed, Grant Thornton Audit Pty Ltd will be appointed as auditor of the Club in place of the current auditor, PKF(NS) Audit & Assurance Limited Partnership (ABN 91 850 861 839) subject to the approval of ASIC.
5. Section 327C of the Corporations Act provides that a company shall at each Annual General Meeting; if there is a vacancy in the office of auditor of the Company, appoint a person or firm to fill the vacancy. The Board of Directors wish to appoint Grant Thornton Audit Pty Ltd as auditor of the Club and seek this appointment to be made by the members.
6. In accordance with the requirements of the Corporations Act, PKF(NS) Audit & Assurance Limited Partnership (ABN 91 850 861 839) has made application to ASIC to resign as the Club's auditor with effect from the conclusion of the Club's 2021 Annual General Meeting.
7. A nomination has been received for Grant Thornton Audit Pty Ltd to be appointed as

auditor of the Club (which will take place when the resignation of PKF(NS) Audit & Assurance Limited Partnership (ABN 91 850 861 839) takes effect). A copy of the nomination is **attached** for the information of members.

Directors' honoraria – Seventh Ordinary Resolution

8. Under section 10(6)(b) of the Registered Clubs Act 1976, honoraria may be paid to the Directors if it is approved by ordinary resolution of the Members.
9. The Members entitled to vote on the Seventh Ordinary Resolution are the Members who are eligible to vote at Board elections, that is financial R.S.L. members, financial Club members, Life members and financial Marrickville RSL Members (subject to the restrictions in Rule 28A(c) of the Club's Constitution) with at least 2 years continuous membership of the Club at the date of the meeting.
10. Any director appointed to the Board pursuant to section 30(1)(b1) of the Registered Clubs Act 1976 and Rule 52(a)(ii) of the Club's Constitution would be paid honoraria at the same rate as any other Ordinary Director.

Constitution Amendment Special Resolutions

FIRST SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by:

- Deleting rule 24 and inserting instead the following new rule 24:

"24. (a) *Subject to rules 24(b) and 25, the requirements of the Registered Clubs Act, Gaming Machines Act 2001 (NSW) and any further restrictions contained in this Constitution, only Life members, financial R.S.L. members and financial Club members are entitled to:*

(i) *attend or vote at any General Meetings;*

(ii) *nominate candidates for election to the Board and vote at the election of the Board; and*

(iii) *be nominated for, elected to and hold office on the Board.*

(b) *A Life member, financial R.S.L. member or financial Club member who became a Full member after the conclusion of the 2021 Annual General Meeting, cannot attend or vote at any General Meeting until they have at least 3 continuous years of Full membership at the time of the relevant General Meeting."*

- Deleting rule 25 and inserting instead the following new rule 25:

"25. (a) *Subject to any further restrictions in this Constitution, a member is eligible for nomination, election or appointment to the Board only if:*

(i) *they belong to a class of membership eligible to hold office on the Board and are not otherwise ineligible under this Constitution;*

(ii) *they have at least 2 continuous years of Full membership at the time of such nomination, election or appointment (as the case may be) in respect*

of any member who was a Full member up to the conclusion of the 2021 Annual General Meeting; and

- (iii) they have at least 5 continuous years of Full membership at the time of such nomination, election or appointment (as the case may be) in respect of any member who became a Full member after the conclusion of the 2021 Annual General Meeting.*
- (b) The qualification periods referred to in Rules 25(a)(ii) and 25(a)(iii) do not apply to an appointment of a Director by the Board under rule 52(a)(ii) and pursuant to section 30(1)(b1) of the Registered Clubs Act.*
- (c) A member is entitled to vote on the election of the Board only if:*
 - (i) they belong to a class of membership that has the right to vote on the election of the Board;*
 - (ii) they have at least 2 continuous years of Full membership at the date of the relevant election in respect of any member who was a Full member up to the conclusion of the 2021 Annual General Meeting;*
 - (iii) they have at least 3 continuous years of Full membership at the date of the relevant election in respect of any member who became a Full member after the conclusion of the 2021 Annual General Meeting.*
- Deleting rule 103 and inserting instead the following new rule 103:
 - "103. This Constitution may be amended or replaced only by a Special Resolution passed in a General Meeting or an Annual General Meeting on which only Life members, financial R.S.L. members and financial Club members are entitled to vote, provided that such members must have at least:*
 - (a) 2 continuous years of Full membership at the date of the relevant General Meeting or Annual General Meeting in respect of any member who was a Full member up to the conclusion of the 2021 Annual General Meeting; or*
 - (b) 3 continuous years of Full membership at the date of the relevant General Meeting in respect of any member who became a Full member after the conclusion of the 2021 Annual General Meeting."*

Explanatory notes for members regarding the First Special Resolution

Proposed replacement rule 24

1. Existing rule 24 provides no minimum period of full membership of the Club for a new member to be entitled to attend and vote at a General Meeting of the Club. However, minimum periods of membership are contained in rule 25 for eligible classes of members to hold office on the Board and to vote in Board elections.
2. Proposed new clause 24 will, for consistency with the right to be able to vote in Board elections, also include a minimum period of 3 continuous years of full membership before a new member is entitled to attend and vote at General Meetings. The new qualification period regarding the right to attend and vote at a General Meeting will only apply to persons who become full members of the Club after the conclusion of the 2021 Annual General Meeting.
3. The Registered Clubs Act and the *Gaming Machines Act 2001* (NSW) contain exceptions which allow any full member (i.e. any Life member or Ordinary member) to vote on a

matter, regardless of a registered club's constitutional restrictions on voting rights. For example, the right to vote on a registered club amalgamation, core or non-core property resolution or for the sale or transfer of the last 10 gaming machine entitlements for the premises of a registered club is extended by the legislation to all classes of full members, regardless of any restrictions in a registered club's constitution.

Proposed replacement rule 25

4. Existing rule 25 of the Club's Constitution provides for the following qualification periods:
 - (a) at least 2 years continuous membership for a Life member, financial R.S.L. member or financial Club member to be eligible for nomination, election or appointment to the Board (as the case may be); and
 - (b) at least 2 years continuous membership for a member to be eligible to vote in the election of the Board.
2. If rule 25 is replaced as proposed by the Special Resolution, the above qualification periods will be increased to 5 years and 3 years respectively but only in respect of new members of the Club after the 2021 Annual General meeting. Existing members will be subject to the current qualification periods which are preserved in proposed new rule 25.
3. The Board is concerned that the existing qualification periods do not adequately protect the Club from persons who might be aligned with third party interests joining the Club for the purposes of taking control. Some registered clubs have moved to protect their objects and purposes by increasing membership qualification periods for voting rights and Board eligibility rights.
4. The proposed new qualification periods applying to new members who join the Club after the 2021 Annual General Meeting are intended to ensure that long standing members are able to hold office on the Board and participate in the Club's Board elections.
5. The new rule will also make it clear that the qualification period for holding office on the Board will not apply to a member who is appointed as a Director by the Board pursuant to rule 52(a)(ii) of the Constitution and section 30(1)(b1) of the Registered Clubs Act. The Registered Clubs Act provision overrides any qualification contained in a registered club's constitution anyway, but the addition of proposed new rule 25(b) gives members and the Board clarity within the Club's Constitution.

Proposed replacement rule 103

6. Existing rule 103 allows Life members, financial R.S.L. members and financial Club members who have at least 2 continuous years of full membership to vote on Special Resolutions to amend the Club's Constitution.
7. For consistency with replacement rules 24 and 25, proposed replacement rule 103 will require eligible classes of members who join the Club after the 2021 Annual General Meeting to have at least 3 continuous years of full membership to vote on Special Resolutions to amend the Club's Constitution. Existing members will not be affected by this increased qualification period.

SECOND SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by deleting rule 53(a)(ii) and inserting instead the following new rule 53(a)(ii):

"(ii) Each candidate for election to the Board must:

- (A) *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 Director's Code of Conduct (as amended from time to time); and*
- (B) *attend and complete a Director training induction course approved by the Board prior to his or her nomination, provided that:*
 - (1) *the nominee shall only be required to attend and complete such induction training course if he or she has not been a Director of the Club at any time within the 5 years preceding their proposed election;*
 - (2) *such induction training shall be in addition to any mandatory training required for any Director under the Registered Clubs Act and Registered Clubs Regulation 2015 (NSW);*
 - (3) *the Club pays for the induction training and no nominee shall be required to pay for their induction training; and*
 - (4) *at least 2 Director training induction courses are held on different days during the period in which nominations may be received for an annual general meeting at which an election is required."*

Explanatory notes for members regarding the Second Special Resolution

1. Rule 53 of the Club's Constitution sets out the nomination requirement for Board elections. Rule 53(a)(ii) already provides that nominees must be nominated by 2 financial Full Members who are themselves in a class of membership entitled to nominate candidates for election and that the candidate must signify their consent to being bound by the Club's Board Charter and Director's Code of Conduct.
2. Proposed new rule 53(a)(ii) would require each nominee for election to the Board to attend and complete induction training but this will not be required where the nominee has been a Director in the 5 years preceding their appointment or election. However, the Club is required to pay for the induction training and must make the induction training available on at least 2 separate occasions during the period of nomination for election. The induction training is proposed so that all nominees have a reasonable understanding of the requirements of being a Director of the Club before they are elected to ensure candidates will be committed to the role of Director.
3. The induction training is in addition to mandatory training which must be undertaken by a director under the Registered Clubs Act and *Registered Clubs Regulation 2015* (NSW) within 12 months of being elected. Induction training would ensure that nominees have a basic understanding of their Corporations Act, Registered Clubs Act and general law duties and obligations prior to holding office. The induction training will generally be short – no more than 1 to 2 hours, whereas the mandatory training under the legislation is more in depth and is completed after a person's election or appointment to the Board.

THIRD SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by:

- Adding in rule 2 in appropriate alphabetical order, the following new definition of

"Related Club":

"Related Club" means a registered club with which the Club has amalgamated pursuant to the Registered Clubs Act, whereby the Club is the continuing, parent or amalgamated club and the other registered club (being the related club) was the dissolving or child club.

- Adding new rule 52(a)(iii) immediately after rule 52(a)(ii):

"(iii) The following apply to limit the number of directors from a Related Club:

(A) No more than 2 members who are members of the same Related Club may be elected or appointed to the Board at any time.

(B) For the purposes of this Rule, a member is a member of a Related Club if they:

(1) are identified as a member of the Related Club for the purposes of amalgamation with the Related Club in accordance with section 17AC(2) of the Registered Clubs Act, or

(2) all other members who join or joined the Club at the Related Club premises,

but excluding a member of the Club who was already a Full Member of the Club in their own right prior to completion of the amalgamation of the Club with the Related Club and who continues to be a full member of the Club. For the avoidance of doubt, the Club's membership register will for the purposes of this Rule, signify members of a Related Club.

(C) At any time when there are already 2 members of a particular Related Club on the Board, no other members of that particular Related Club may become a Director.

(D) At an election of the Board where more than 2 candidates come from the same Related Club, only a maximum of 2 candidates can be elected.

Explanatory notes for members regarding the Third Special Resolution

1. In order to ensure there will be no over representation of related club premises following amalgamations with registered clubs (**Related Club**), the Board proposes introducing a limit of 2 Directors from each Related Club. The proposed limit will also apply to persons who, after an amalgamation with the Related Club, join the Club from the Related Club premises.
2. A person who is already a full member of the Club at the time of amalgamation with the Related Club (but who was also a member of the Related Club), will not be subject to the proposed limit which would apply of Related Club members who may hold office on the Board.
3. The core of the Club's assets, revenue, management and business is derived from the main premises at Hurlstone Park. The proposed new rules will ensure the Club's Board of 7 Directors is not overly representative of members from "satellite" or Related Clubs. The Board considers the limit of a maximum of 2 Directors from each Related Club is in the best interests of the Club overall.
4. The Club's membership register will continue to reflect the membership classes as contained in the Constitution. However, the membership register will also indicate

whether a member is a member from a Related Club, both for the purposes of the Registered Clubs Act and also for the purposes of proposed new rule 52(a)(iii) as specified in the rule. The Club's membership register largely does this anyway as at completion of an amalgamation, as this is a requirement of section 17AC(2) of the Registered Clubs Act.

FOURTH SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by:

- Deleting rule 52(a)(i) and inserting instead the following new Rule 52(a)(i):
"(i) Subject to Rule 52(a)(ii), the Board shall consist of a President, Vice President and 5 Ordinary Directors."
- Deleting rule 52(b) and inserting instead the following new rule 52(b):
"(b) At the first Board meeting after the election of each Board, the Board will elect, from amongst their number, the positions of President and Vice President."
- Deleting rule 65 and inserting instead the following new rule 65:
"65. The President shall preside as Chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act then the members of the Board present may elect their own Chairman."
- Deleting rule 82 and inserting instead the following new rule 82:
"82. The President is entitled to take the Chair at every general meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall act as Chairman. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect one of their number to be Chairman of the meeting."

Explanatory notes for members regarding the Fourth Special Resolution

1. If this Special Resolution is passed, there will only be one Vice President on the Board. There will no separate Senior and Junior Vice President positions on the Board.
2. Presently, the Club's Constitution provides that the Senior Vice President is entitled to chair a Board meeting or General Meeting of the Club in the absence, inability or unwillingness of the President to do so. If the Vice President is also absent, unwilling or unable to chair a Board meeting or General Meeting, the Junior Vice President is entitled to chair the meeting.
3. The roles of President, Senior Vice President and Junior Vice President also form the executive positions on the Board. However, other than outlined above and other than being representative roles and having functions designated to them by the Board, President and Vice Presidents are like all other directors in terms of their duties, powers and obligations.
4. Many registered clubs have only one Vice President. The Board does not consider it necessary to have 2 Vice Presidents.

FIFTH SPECIAL RESOLUTION

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

- Deleting rule 53(e) by and inserting instead the following new rule 53(e):
 - "(e) If the number of candidates nominated for any position or positions exceeds the number required to be elected, a ballot to determine who will be elected to such position or positions must be taken. Such ballot must be conducted under the supervision of the Returning Officer. The ballot shall be conducted:*
 - (i) in accordance with any one or more of the following ways, as may be determined by the Board from time to time:*
 - (A) in polling booths in such part of the Club's premises as approved by the Board; and/or*
 - (B) using any electronic voting method approved by the Board, and/or*
 - (C) using a postal ballot; and*
 - (ii) during such hours and on such days prior to the Annual General Meeting as the Board may determine, provided that the ballot must close at a time determined by the Board being at least 48 hours prior to the day of the Annual General Meeting."*
- Adding the following sentence to rule 53(f)(iii):

"The ballot or ballot papers may signify those candidates who are incumbent or current Directors, by addition of an asterisk or other mark alongside their names."

so that rule 53(f)(iii) will read as follows:

"(iii) The order in which the candidates' names will be presented for voting in the ballot will be determined by a draw conducted by the Returning Officer. The ballot or ballot papers may signify those candidates who are incumbent or current Directors, by addition of an asterisk or other mark alongside their names."

Explanatory notes for members regarding the Fifth Special Resolution

1. Existing rule 53(e) only allows for Board elections to be conducted on the Club's premises. Proposed new rule 53(e) would allow electronic voting and postal ballot options for Board elections if decided by the Board. The proposed new rule is otherwise similar to the existing rule regarding the ballot requirements.
2. In 2020 and 2021 the COVID-19 pandemic has shown the need for greater flexibility regarding the conduct of elections for companies, particularly registered clubs. There are other registered clubs which now allow for electronic voting or postal voting.
3. The advantages of allowing electronic voting and/or postal voting are that they:
 - (a) should increase member participation in Board elections;
 - (b) allows members to vote where access to the Club's premises is prevented because of the COVID-19 pandemic, or other pandemic which might occur in the future; and

- (c) is generally less expensive and demands less Club resources than in house/clubhouse voting.
4. The Club's ballot papers have traditionally included an asterisk (*) alongside the names of those candidates who are current sitting Board members. This practice helps members to distinguish between incumbent and non-incumbent Board members at each Board election and the proposed amendment to rule 53(f)(iii) of the Constitution will expressly provide for that to continue to occur.

SIXTH SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (**Club**) is amended by replacing the number "4" in rule 66 with the words "a majority of" so that rule 66 will read as follows:

"66. The quorum for the meetings of the Board is a majority of the members of the Board."

Explanatory notes for members regarding the Sixth Special Resolution

1. The current requirement in rule 66 of the Constitution for a quorum of 4 Directors for Board meetings would be inadequate if the Board increases in size from 7. The maximum size of the Board is 9 Directors and pursuant to rule 52(a)(ii) of the Constitution and section 30(1)(b1) of the Constitution the Board can appoint up to 2 additional directors for terms of up to 3 years. In those circumstances, the quorum of 4 will be inadequate.
2. Therefore, it is proposed that the quorum referred to in rule 66 should be a majority of the Board.

SEVENTH SPECIAL RESOLUTION

That the Constitution of Canterbury-Hurlstone Park RSL Club Ltd (Club) is amended by:

- Adding the following new rule 77(g) immediately after rule 77(f):

"(g) The Board may determine that a General Meeting (including an Annual General Meeting) may be held using any form of technology whereby members will be able to participate remotely from their home or other place (that is, to participate without being physically present in the same place), notice of such a General Meeting must include:

- (i) information about how members will be able to attend and/or participate in the General Meeting;*
- (ii) information explaining how members can vote and ask questions; and*
- (iii) any other information members need to know in order to participate using the technology."*

- Renumbering the text alongside rule 79 as "79(a)" and adding a new rule 79(b) after renumbered paragraph 79(a) as follows:

"(b) If a General Meeting is held at more than one venue using any form of technology, including where the Board calls a General Meeting which is to be conducted in accordance with Rule 77(g) using any form of technology which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place), the

contemporaneous linking together by the technology of a number of members sufficient to constitute a quorum constitutes a quorum for the purposes of rule 79(a)."

- Deleting rule 83 and inserting instead the following new rule 83:

- "83. (a) Subject to Rule 83(b), every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 5 members).*
- (b) If a General Meeting is conducted in accordance with Rule 77(g), a resolution put to the vote at the General Meeting shall be decided on a poll.*
- (c) In the case of an equality of votes whether on show of hands or on a poll, the Chairman of the meeting shall have a second or casting vote.*
- (d) A challenge to a member's right to vote at a General Meeting may only be made at the meeting and shall be determined by the Chairman, whose decision is final."*

Explanatory notes for members regarding the Seventh Special Resolution

1. If the Seventh Special Resolution is passed, proposed new rules 77(g) and 79(b) of the Constitution will expressly allow for the conduct of General Meetings by electronic means so that members can participate online from a place other than at the place of the meeting.
2. Although the Club expects to continue to hold General Meetings, including Annual General Meetings, at the Club's main premises at Hurlstone Park, the Coronavirus/COVID-19 global pandemic in 2020 and 2021 has shown that physical meetings may not always be possible, and indeed physical annual general meetings were altogether prevented throughout Australia by public health orders.
3. In the course of the disruptions to the holding of annual general meetings by companies because of the Coronavirus/COVID-19 pandemic and public health orders, ASIC issued guidelines regarding use of technology for the conduct of virtual meetings or hybrid meetings (i.e. physical meetings in combination with use of technology allowing for virtual attendance online). These guidelines have recently been replaced by temporary changes to the Corporations Act.
4. ASIC's repealed guidelines and the temporary current provisions of the Corporations Act effectively allow annual general meetings to be held using any form of technology provided certain conditions were met.
5. However, under the repealed ASIC guidelines, ASIC also made it clear that companies had to be mindful of the contents of their individual constitutions as to whether or not annual general meetings could be conducted using any form of technology. ASIC's guidelines had to be read subject to the terms of a company's constitution.
6. The current temporary provisions of the Corporations Act which allow the holding of virtual annual general meeting irrespective of a company's constitution will automatically be repealed on 1 April 2022. This means that unless a company's constitution expressly allows for use of technology for holding of general meetings, a company will not be able to use technology to conduct a general meeting unless there are further legislative provisions which will apply allowing it regardless of the constitution.
7. If rules 77(g) and 79(b) are introduced as proposed by this Special Resolution, the ability of the Club to use any form of technology to conduct its General Meetings, including Annual

General Meetings, will be clearer should the need arise in the future for virtual meetings or a combination of a physical and virtual meeting. The Club will not be reliant on the applicability, making or timing of any ASIC guidelines or any further temporary Corporations Act provisions for holding a general meeting using technology should the need to do so arise.

8. Under the recent Corporations Act changes, if a general meeting is held using technology, votes cast at the meeting are decided on a poll. Proposed new rule 83 provides for a poll in the case of a general meeting held in accordance with new rule 77(g).
9. Many companies, including registered clubs, are updating their constitutions to expressly allow for holding of General Meetings using technology.

GENERAL NOTES REGARDING THE CONSTITUTION AMENDMENT SPECIAL RESOLUTIONS

1. For the First to Seventh Special Resolutions to be passed, a three quarters majority of those members present and voting (and being eligible to do so) must vote in favour of the Special Resolutions.
2. Pursuant to rule 103 of the Club's Constitution, Life Members, financial R.S.L. Member and financial Club Members (who have been a member of the Club for at least 2 continuous years at the date of the Annual General Meeting) are eligible to vote on the First to Seventh Special Resolutions.
3. The Board recommends the First to Seventh Special Resolutions to members.

By order of the Board



Dean Thomas

Chief Executive Officer

18 October 2021

25 September 2021

The Company Secretary
Canterbury-Hurlstone Park RSL Club Ltd
20-26 Canterbury Road
HURLSTONE PARK NSW 2193

Dear Sir

Nomination of Auditor of Canterbury-Hurlstone Park RSL Club Ltd

In accordance with the provisions of section 328B(1) of the *Corporations Act 2001*, I Malcolm Tyler being a member of Canterbury-Hurlstone Park RSL Club Ltd (ABN 56 000 967 199) (**Company**), member number 5, hereby nominate Grant Thornton Audit Pty Ltd for appointment as the auditor of that Company.

Please distribute copies of this notice of nomination as required by section 328B(3) and (4) of the *Corporations Act 2001*.

Yours faithfully,

A handwritten signature in black ink, reading "Malcolm Tyler", is written over a horizontal line.

Malcolm Tyler