



CMNL

C O M M U N A L



CANTERBURY-HURLSTONE PARK
RSL CLUB



AGM NOTICE

For the year ended 30 June 2023

Canterbury-Hurlstone Park RSL Club Ltd. ABN 56 000 967 199
20-26 Canterbury Road Hurlstone Park NSW 2193. Private Mail Bag No 4, Canterbury NSW 2193
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AGM Notice

Annual General Meeting - For the financial year ended 30 June 2023.

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, 5 November 2023 at 10.00am sharp** at the premises of the Club at 20–26 Canterbury Road Hurlstone Park New South Wales (**venue**).

All financial Full Members (except Junior Sporting Members) who joined the club prior to the 2021 Annual General Meeting (which was held on 14 November 2021) may attend.

Pursuant to rule 24 (b) of the Constitution, a Life member, financial R.S.L member or financial Club member who became a member after the conclusion of the 2021 Annual General Meeting, cannot attend or vote at any General Meeting until they have at least three (3) continuous years of Full membership at the time of the General Meeting.

Members wishing to attend the Annual General Meeting are requested to register their interest in attending by phoning the club on (02) 9559 0000 or emailing chprsl@chprsl.com.au

We would ask all attendees to follow the directions of Club Staff on arrival.

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 which relate to Benefits of directors and specific members for the purposes of the Registered Clubs Act 1976 (NSW) (**Registered Clubs Act**)
6. To Consider the Life membership Resolution of which notice is given (as set out in this Notice).
7. To consider, and if thought fit, pass the Special Resolutions appearing under the heading below "Constitution Amendment Special Resolutions".
8. 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 the reasonable expenditure by the Club 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 or events at the Club's various premises and properties;
 - (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 ClubsNSW events and other industry events such as Charity Race Days 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 industry representatives and other visitors to the Club;
 - (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 the reasonable expenditure by the Club 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 and events where Directors are 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 including those located outside of New South Wales or Australia 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 and/or non-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 each being provided with a member points allocation to the monthly value of \$200 redeemable for meals and refreshments at the Club's premises as approved by the Board for the period 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 each being provided with a member points allocation to the total value of \$100 redeemable for meals and refreshments at the Club premises as approved by the Board for the period 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 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:	\$26,000
Vice President:	\$24,000
Each other director:	\$22,000

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.

LIFE MEMBERSHIP RESOLUTION

That Mr Malcolm Tyler be elected to Life membership of Canterbury-Hurlstone Park RSL Club Ltd pursuant to Rule 23(a) of the Club's Constitution.

EXPLANATORY NOTES FOR MEMBERS REGARDING THE ORDINARY AND LIFE MEMBERSHIP 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 are entitled to vote on the First to the Sixth Ordinary Resolutions, subject to the restrictions outlined in items 3, 4 and 14 below.
3. Pursuant to rule 24 (b) of the Club's Constitution, a Life member, financial R.S.L member or financial Club member who became a member after the conclusion of the 2021 Annual General Meeting, cannot attend or vote at any General Meeting until they have at least three (3) continuous years of Full membership at the time of the General Meeting.

Benefits to specific members – Third to Fifth Ordinary Resolutions

4. 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 Sixth Ordinary Resolutions above are put to the Members for approval under section 10 of that Act.

Directors' honoraria and other directors' benefits – First, Second and Sixth Ordinary Resolutions

5. The Board has considered the levels of honoraria payable to Directors and is this year proposing an increase in the levels of honoraria payable up until the next Annual General Meeting of the Club.
6. The Board notes that honoraria payable to Directors has not increased since 2014 despite significant changes in the Club's operations since that time. The Board notes that the proposed levels of honoraria put forward to members in the Sixth Ordinary Resolution reflect broadly the impact of inflation on the 2014 rates over the years since, and the Board believes the levels of honoraria proposed in the Sixth Ordinary Resolution are appropriate given these impacts.

7. The Board further notes that the Club has undergone a period of significant growth and diversification in the period since 2014, and the operating environment has become increasingly complicated and challenging during that time. The Club operates in a highly regulated industry and the legal and compliance obligations of Directors are becoming more onerous.
8. The Board actively pursues opportunities to diversify and expand the Club's activities to new community, sporting, registered Club and other premises for the benefit of Members and the community and the Club continues to deliver on this strategy.
9. The Board oversaw the delivery of a new Group Brand 'CMNL' in 2022 reflecting the growth and diversity of its operations. The Club is now a multi-faceted business encompassing a number of wholly owned subsidiary companies which undertake a number of the Club's diversified business opportunities. In the financial year 2022/23 the CMNL Group generated revenues of approximately \$54m (2014: \$43.1m) and has total assets in excess of \$130m (2014: \$71.1m).
10. The Board now oversee the following business ventures, each with its own operational and compliance obligations and challenges:
 - (a) Registered Club premises at CHPRSL, Bargo Sports Club and Magpie Sports club as well as the Club Licence of the former Marrickville RSL Club;
 - (b) The Anytime Gym fitness facilities at Hurlstone Park;
 - (c) The CMNL Academy, a leading RTO in the industry;
 - (d) A diversified residential and commercial property investment portfolio;
 - (e) Camperdown Commons; and
 - (f) Camperdown Tennis.
11. The Board believes the success the Club has enjoyed over recent years is in no small part due to good governance practices and ambitious strategic initiatives delivered by the Board and Management for the benefit of Members.
12. The payment of honoraria is intended to recognise the services provided by each Director to the Club during the year. There is no standard for payment of honoraria in the Registered Club Industry, and it is a matter for the Club's members to decide, taking into consideration the extent of the Club's activities and the Board's duties and performance. The Board believes the levels of honoraria proposed to Members this year in the Sixth Ordinary Resolution are appropriate in the circumstances.
13. Under sections 10(6)(b) and 10(6A) of the Registered Clubs Act 1976, honoraria may be paid to the Directors and other non-monetary benefits may be given to Directors if approved by ordinary resolution of the Members.
14. Pursuant to rule 25 (c) of the Club's Constitution and section 10 of the Registered Clubs Act 1976 the Members entitled to vote on the first, second and sixth Ordinary Resolutions 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 with:
 - (a) at least 2 years continuous membership of the Club at the date of the meeting for those members who joined before the 2021 Annual General Meeting; or
 - (b) at least 3 years of continuous membership of the Club at the date of the meeting for those members who joined after the 2021 Annual General Meeting (which was held on 14 November 2021).
15. 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.

Life Membership Resolution

16. The Board recommends to members that Mr Malcolm Tyler be elected to Life membership of the

Club for his outstanding service to the Club.

17. Pursuant to rule 23(a) of the Club's Constitution, for a Life Membership resolution to be passed, a three quarters majority of those members present and voting (being eligible to do so) must vote in favour of the resolution. Life Members, financial RSL Members, financial Club Members, and financial Marrickville RSL Members are entitled to vote on Life Membership resolutions.

Constitution Amendment Special Resolutions

FIRST SPECIAL RESOLUTION

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

- Deleting rule 64 and inserting instead the following new rule 64:

"64. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once every period of three (3) months ending 31 March, 30 June, 30 September and 31 December for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose."

Explanatory notes for members regarding the First Special Resolution

1. Existing rule 64 of the Constitution requires the Board to meet at least once in each calendar month for the purposes of deliberating on matters relating to the Club's business and affairs. This reflects the requirements under the Registered Clubs Act *prior* to it being amended in November of 2021.
2. The recent amendments to sections 30(1)(c) and 30(14) of the Registered Clubs Act have reduced the frequency at which Club directors are required to meet. Under the amendments, the Club's Board must now meet at least once on a quarterly basis, which amounts to a minimum of four (4) times per calendar year. The First Special Resolution seeks to update existing rule 64 to reflect this legislative change.
3. Whilst the proposed new rule 64 imposes a minimum requirement to meet at least once every three (3) months, it still enables the Board to meet more frequently if it so determines.
4. The Board does not anticipate changing the existing monthly frequency of Board meetings however the Board is proposing the First Special Resolution to enable flexibility in its meeting frequency should an unforeseen or extraordinary matter arise.

SECOND SPECIAL RESOLUTION

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

- In rule 35(c), deleting the words "and address" after the words "cause the name", so that rule 35(c) will read as follows:

"(c) The nomination form must be deposited at the Office and the Secretary must cause the name of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election."

- In rule 41, replacing the words, number and symbol "\$2 per annum or such other" which appear before "minimum amount prescribed" with the word "the", so that rule 41 will read as follows:

"41. The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club shall be such as the Board may from time to time prescribe,

provided that the amount payable by Ordinary members is not less than the minimum amount prescribed from time to time by the Registered Clubs Act."

- Deleting rule 98 and inserting instead the following new rule 98:

"98. A notice may be given by the Club to any member either:

- (a) personally; or*
- (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or*
- (c) by sending the notice to the facsimile number or electronic address (if any) recorded for the member by the Club; or*
- (d) by sending the notice to the member by other electronic means recorded for the member by the Club; or*
- (e) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically (subject to the requirements of the Act and Registered Clubs Act)."*

Explanatory notes regarding the Second Special Resolution

1. The changes to the Club's Constitution proposed in this Special Resolution relate generally to tidying up of the Constitution because either some rules are now redundant or because of recent changes to the Registered Clubs Act or *Corporations Act 2001* (Cth) (**Corporations Act**).
2. Detailed below are more detailed explanations for the proposed changes.

Rule 35(c)

3. Section 30(2)(a) of the Registered Clubs Act no longer requires the address of a new applicant for membership of a registered club to be displayed on the registered club's notice board. Only the person's name has to be displayed.
4. The proposed change to rule 35(c) will make it consistent with section 30(2)(a) of the Registered Clubs Act so that the address of a candidate for membership does not get displayed on the notice board.

Rule 41

5. Former section 30(1)(j) of the Registered Clubs Act was repealed in November 2021. This removes the minimum annual subscription of \$2 per annum for Ordinary members of a registered club;
6. Rule 41 of the Club's Constitution currently refers to the minimum subscription payable by Ordinary members as \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act. The proposed changes to rule 41 will exclude reference to \$2 per annum as a minimum subscription and simply allows a minimum subscription to be allocated if the Registered Clubs Act prescribes it in future years.

Rule 98

7. Notices from the Club to members, including notices of general meetings, are sent in accordance with the requirements of sections 110D and 249J of the Corporations Act. This includes electronic method of delivery, or advising members of how to access a notice. There were temporary Corporations Act provisions which were in place until 31 March 2022 and which were enacted to give some relief and assistance to companies following the COVID-19 pandemic.
8. Among the temporary COVID-19 provisions of the Corporations Act were an ability for a company to give its members electronic notice of a general meeting, even though normally this

could only be done if a member nominates electronic form of notice being sent to the member. That is, the default method of giving notices of general meetings, including annual general meetings, was by post, unless a member elected to receive notices electronically and nominates an electronic address for that purpose.

9. The temporary changes to the Corporations Act were recently made permanent and are supplemented by recently enacted section 30C of the Registered Clubs Act. Companies, including registered clubs, now have the ability to give electronic notices of general meetings as the default method of delivery.
10. The proposed changes to rule 98 will make it clear that the Club can continue to give notices of meetings electronically, without requiring each member to formally nominate that method of delivery.
11. However, it will remain open for any member to request hard copies of notices by post/mail and the Club is required to send each member a notice in line with their preference if they make an election in accordance with the Corporations Act.

GENERAL NOTES REGARDING THE CONSTITUTION AMENDMENT SPECIAL RESOLUTIONS

1. For the 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. Members and financial Club Members are entitled to vote on the Special Resolutions, provided that such members must have at least:
 - (a) 2 continuous years of Full membership at the date of the Annual General Meeting in respect to any member who was a full member up to the conclusion of the 2021 Annual General membership (which was held on 14 November 2021); or
 - (b) 3 continuous years of full membership at the date of the Annual General Meeting in respect of any member who became a Full member after the conclusion of the 2021 Annual General Meeting (which was held on 14 November 2021).
3. The Special Resolutions must each be considered as a whole and cannot be amended in substance by motions from the floor of the meeting.
4. Members who are employees of the Club are not entitled to vote.
5. Proxy voting is prohibited by the Registered Clubs Act
6. The Board recommends the Special Resolutions to members.

By order of the Board



Dean Thomas
Chief Executive Officer
21 September 2023