



CHATSWOOD RSL CLUB LTD

2021 ANNUAL GENERAL MEETING | ACN 000 797 437

BOARD OF DIRECTORS

President: Garry J. Owen J.P.
Deputy President: Craig Murray
Directors: Margaret E. Wilton, Robert McLeod, Garry C. Brigden
Malcolm J. Dimmock, William L. Coombes

Notice is hereby given that the Annual General Meeting of the Chatswood RSL Club Limited will be held on Tuesday 23 November 2021 at 7pm in the Multi-Purpose Room at the Company premises, 1 Thomas Street, Chatswood. In accordance with article 47 of the Articles, Notice is hereby formally given.

Important Annual General Meeting COVID 19 Precautions - Pre-registration requirement

Due to current restrictions and precautions imposed to control the COVID 19 Pandemic there will be no refreshments served at the conclusion of this year's AGM.

Chairs will be spaced appropriately to allow for social distancing and members will be instructed to remain seated whenever practical.

To ensure the meeting is held in a large enough space we are asking all members attending to pre-register. This can be done via the online form at <https://chatswoodrsl.com.au/agm-registration-form/> or by speaking to Reception staff.

Please pre-register your intention to attend by Tuesday 16th November.

Should the number registered exceed the capacity of the Club's Multi-Purpose Room the meeting will be moved to the Shades Café area at the same date and time.

Thank you for your assistance in ensuring we keep your club COVID safe!

BUSINESS

1. Apologies
2. To approve Minutes of the October 2020 AGM
3. To receive and consider the Annual Financial Report
4. To receive the Directors' Report and Director's Declaration
5. To receive the Auditor's Report
6. Notice of Resolutions – refer Annexure 'A' – see overleaf for Notices of Ordinary Resolutions regarding, Proposed payment of Honorariums to Directors, Professional Development and Communication Expenses
7. Notice of Special Resolutions – refer Annexure 'B' – see overleaf for Notices of Special Resolutions regarding, Proposed Changes to Club's Constitution & By Laws regarding the Disciplinary Committee Operation
8. General Business (including Members' Recommendations to the Board)

Any member who wishes to raise questions at the Annual General Meeting regarding the Reports referred to above please, in all fairness to the Finance Director, put the same in writing in a sealed envelope and present this to the Club's Duty Manager no later than one week before the Annual General Meeting. This will allow for a more accurate answer to be presented to you at the Annual General Meeting.

ANNEXURE A - ORDINARY RESOLUTIONS PROCEDURAL MATTERS

1. To be passed, an Ordinary Resolution must receive votes from not less than a majority of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
2. The Registered Clubs Act provides that:
 - a. members who are employees of the Club are not entitled to vote; and
 - b. proxy voting is prohibited.

FIRST ORDINARY RESOLUTION

That the members hereby approve:

- a. The payment of the following honorariums to Directors of the Club (plus the superannuation contributions payable by the Club under the Superannuation Guarantee (Administration) Act 1992) for services as Directors of the Club from the Annual General Meeting held in 2021 until the Annual General Meeting held in 2022:

(i). President	-	\$13,500 (plus superannuation at 10% being \$1,350) an increase of \$3,000 from 2020
(ii). Deputy President	-	\$12,500 (plus superannuation at 10% being \$1,250) an increase of \$3,000 from 2020
(iii). Finance Director	-	\$12,500 (plus superannuation at 10% being \$1,250) an increase of \$3,000 from 2020
(iv). House Director	-	\$12,500 (plus superannuation at 10% being \$1,250) an increase of \$3,000 from 2020
(v). Promotions Director	-	\$11,500 (plus superannuation at 10% being \$1,150) an increase of \$2,000 from 2020
(vi). Membership Director	-	\$11,500 (plus superannuation at 10% being \$1,150) an increase of \$2,000 from 2020
(vii). Ordinary Directors	-	\$11,500 (plus superannuation at 10% being \$1,150) an increase of \$3,000 from 2020
- b. Such honorariums to be paid on a pro-rata basis if a Director only holds office for part of the term.

Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution is to have members approve honorariums to be paid to Directors (plus the superannuation contributions payable by the Club under the Superannuation Guarantee (Administration) Act 1992) in respect of duties performed by them from the Annual General Meeting held in 2021 until the Annual General Meeting to be held in 2022.
2. The Board is proposing an increase to the honorarium amounts approved at the AGM in 2020. The Board is recommending to Club Members these increases in Board's Honorariums (the overall impact can be seen from the Table below) for the following reasons:
3. Over the next 12 months at least, the Directors will be required to undertake significantly more work than they would be required to do in a normal year on behalf of the Club primarily due to the proposed major re development of the Club's site at 446 Victoria Avenue Chatswood ("the Project"). As well as having to

carry out a detailed examination and evaluation of the Project Directors will also be required to appoint a Joint Venture Partner and have ongoing and regular involvement in the design and selection of appropriate future Club amenities and services.

4. In addition to this the Directors will be involved with the increased workload of assessing and reviewing of all matters concerning the development of the Club's site at 2-4 Thomas Street, Chatswood, which is currently occupied by the Guide Dogs NSW/ACT. The Directors and Board will be primarily responsible for this ongoing assessment review which, amongst other things, includes the appointment of Architects, the supervision of Project Managers and the filing of a "change of use Development Application" so that the existing Club can be temporarily relocated into the building at 2-4 Thomas Street before the main Club premises are demolished and construction begins on the future Club.
5. All of the above will mean that the Directors will have significantly more work to do that they would otherwise have in a normal year.
6. If a Director only holds office for part of the term, the honorarium paid to that Director will be paid on a pro-rata basis (which means that the Director will only receive part of the honorarium).
7. The honorariums are to enable Directors to pay for their travelling expenses and other out-of-pocket expenses incurred by them in relation to their duties as Directors of the Club but also to recognise the greatly increased amount of time each Director will put into the Club particularly having regard to the size and scope of the Project.
8. The Board believes that, provided each honorarium is sufficient, this is the simplest way of providing for the out-of-pocket expenses of Directors and avoids the complexity of the Registered Clubs Act in relation to the procedures for reimbursing Directors for their out-of-pocket expenses.
9. A Director shall only be entitled to one honorarium. Therefore, if a Director performs the duties of multiple Directors that Director will not receive multiple honorariums.

	<u>Presently</u>	<u>Recommended</u>
(i). President	\$10,500	\$13,500 (plus, superannuation at 10% being \$1,350)
(ii). Deputy President	\$9,500	\$12,500 (plus, superannuation at 10% being \$1,250)
(iii). Finance Director	\$9,500	\$12,500 (plus, superannuation at 10% being \$1,250)
(iv). House Director	\$9,500	\$12,500 (plus, superannuation at 10% being \$1,250)
(v). Promotions Director	\$9,500	\$11,500 (plus, superannuation at 10% being \$1,150)
(vi). Membership Director	\$9,500	\$11,500 (plus, superannuation at 10% being \$1,150)
(vii). Ordinary Directors	\$8,500	\$11,500 (plus, superannuation at 10% being \$1,150)

SECOND ORDINARY RESOLUTION

That the members hereby:

- a. Approve expenditure by the Club of an amount not exceeding \$25,000 until the next Annual General Meeting for the following:
 - (i). The reasonable cost of Directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
 - (ii). The reasonable costs (including travel and accommodation expenses) of Directors attending meetings, conferences and trade shows conducted by ClubsNSW and the Club Managers Association and of attending seminars, lectures, trade displays, organised study tours, fact finding tours some of which may involve overseas travel and other similar events as determined by the Board from time to time.
 - (iii). The reasonable cost of Directors attending any other venue for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
 - (iv). The reasonable cost of Directors (and their spouses/partners if required) attending any Club, community or charity function as the representatives of the Club and authorised by the Board to do so.
 - (v). The reasonable cost of Club apparel being provided to Directors as required.
 - (vi). The reasonable cost of meals after Board meetings being provided to Directors as required.
- b. Acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution is to have members approve an amount no greater than \$25,000 for expenditure by the Club on Directors attending seminars, lectures, trade displays and other similar events (including the ClubsNSW Annual Conference and Annual General Meeting) some of which may include overseas travel and to visit other venues to enable the Board to be kept abreast of current trends and developments which may have a significant bearing on the nature of the Club's business and the way it conducts that business.

2. Although the Second Ordinary Resolution sets an upper limit of \$25,000, there will still be an obligation on the Board of the Club to ensure that all costs of professional development and education and other matters mentioned are reasonable and are properly incurred and documented. It may well be the case that the upper limit will not be reached.

THIRD ORDINARY RESOLUTION

That the members hereby approve expenditure by the Club until the next Annual General Meeting for the following:

- a. The reasonable cost of a mobile phone and phone calls for the President, Deputy President and Directors in respect of their duties as President, Deputy President and Directors of the Club;
- b. The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and an electronic storage device (for example a flash drive or portable hard drive) being made available to Directors in respect of their duties as Directors of the Club;
- c. The reasonable cost of internet access being provided to the Directors in respect of their duties as the Directors of the Club.

Notes to Members on Third Ordinary Resolution

1. The Third Ordinary Resolution is to have members approve expenditure by the Club on electronic equipment for Directors to use in respect of their duties as Directors of the Club.
2. Included in the Third Ordinary Resolution is the reasonable cost of:
 - a. A mobile phone (and phone calls) for the President, Deputy President and Directors in respect of their duties;
 - b. An electronic device (laptop, iPad or similar device) and an electronic storage device (flash drive or portable hard drive) being made available to Directors in respect of their duties as Directors;
 - c. The reasonable cost of internet access being made available to the Directors in respect of their duties as Directors.
3. The electronic devices will reduce the Club's environmental impact. They significantly reduce the paper used by the Club and enhance communications between Club management and Directors.

BY ORDER OF THE BOARD



R A B Snowsill
Company Secretary
20th August 2021

ANNEXURE B - SPECIAL RESOLUTIONS PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. The Special Resolution is to be read in conjunction with the headings and notes following the Special Resolution. Neither the headings nor the notes in the Special Resolutions form part of the amendments and are only for the information of members.
3. Under the Registered Clubs Act:
 - a. members who are employees of the Club are not entitled to vote; and
 - b. proxy voting is prohibited.
4. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
5. The Board of the Club recommends the Special Resolutions to members.

SPECIAL RESOLUTION

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

That the Constitution of Chatswood RSL Club Limited be amended by:

(a) **inserting** the following new heading and Rule 30BA:

“ADDITIONAL DISCIPLINARY POWERS OF THE SECRETARY”

- 30BA.1** *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend or expel a member from membership of the Club in accordance with the procedures and requirements set out in this Rule 30BA.*
- 30BA.2** *In respect of any suspension or expulsion from membership pursuant to Article 30BA.1, the requirements of Articles 30A and 30B shall not apply.*
- 30BA.3** *If the Secretary (or his or her delegate) exercises the power referred to Article 30BA.1, the Secretary (or his or her delegate) must notify the member in writing by registered mail:*
- (a). *that the member has been suspended or expelled from membership (subject to the requirements of this Article 30BA.3) of the Club; and*
 - (b). *in the case of a suspension from membership:*
 - (i). *that the suspension takes immediate effect; and*
 - (ii). *of the period of suspension;*
 - (iii). *of the privileges of membership which have been suspended;*
 - (c). *in the case of an expulsion from membership:*
 - (i). *that the member's expulsion from membership will be placed on hold for an initial period of fourteen (14) days to enable the member to exercise the right referred to in Articles 30BA.3(d) and 30BA.4 if he or she wishes to do so; and*
 - (ii). *notwithstanding anything contained in these Articles, the member will be provisionally suspended from membership for the fourteen-day (14) period referred to in sub paragraph (i) above; and*
 - (iii). *if the member does not exercise the right referred to in Articles 30BA.3(d) and 30BA.4 within prescribed period referred to in sub paragraph (d), the member will be expelled from membership as and from the conclusion of the prescribed period; and*
 - (d). *if the member wishes to do so, the member may make a written request to the Secretary for their matter to be dealt with by the Board pursuant to Articles 30A and 30B. The written request referred to in this clause must be received by the Secretary within fourteen (14) days of the date of the notice issued to the member by the Secretary under this Article 30BA.3,*
- 30BA.4** *If a member submits a request under Article 30BA.3(d):*
- (a). *the penalty issued by the Secretary (or his or her delegate) will no longer apply and notwithstanding anything contained in these Articles, the member will be provisionally suspended from membership of the Club until such time as the charge is heard and determined by the Board; and*
 - (b). *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Article 30A;*
 - (c). *the determination of the Board in respect of those disciplinary proceedings shall take immediate effect and be in substitution for and to the exclusion of any suspension or expulsion, imposed by the Secretary (or his or her delegate).*

30BA.5 *Notwithstanding anything contained in these Articles, the Board shall have the power by resolution to revoke any decision made by the Secretary under this Rule 30BA and to commence disciplinary proceedings against the member in accordance with Article 30A. If the Board exercises the right contained in this Article 30BA.5, the member shall, notwithstanding anything else contained in these Articles, be provisionally suspended from membership of the Club until such time as the charge is heard and determined by the Board.*

30BA.6 *This Article 30BA applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Article 30F of this Constitution and the powers contained in section 77 of the Liquor Act."*

(b) deleting the introduction to Article 30C and replacing it with the following:

"Any member suspended pursuant to Articles 30, 30A, 30B or 30BA shall during the period of such suspension not be entitled to:"

(c) amending the introduction to Article 30D as follows:

"For the purposes of Articles 30(b)(ii) and 30BA, without limiting the generality of those Articles, the following is deemed to be conduct which is unbecoming of a member. Any member suspended pursuant to Articles 30, 30A, 30B or 30BA shall during the period of such suspension not be entitled to:"

Notes to Members on the Special Resolution

1. The effect of the proposed Special Resolution will be to give the Secretary and his delegate additional powers in relation to member disciplinary issues at the Club. The Secretary will have the power to expel or suspend a member's membership in the case of conduct unbecoming or prejudicial to the interests of the Club. The member concerned will have the protection of being able to request within 14 days of receiving the notice from the Secretary, that the matter be heard in the usual way before the Disciplinary Committee. The matter will then be dealt with in the usual way with a notice of disciplinary charge being issued.
2. The Board has found that the existing Disciplinary Committee citing procedures are taking up a considerable amount of management's and the directors' time as in many instances members do not even attend the disciplinary hearing. This is at a time when the Board and management of the Club need to be fully focussed on the proposed development of the new Club.
3. The Board understands and respects the need to give the members the opportunity to put their case to the Board and this is why members will have the right to request that the matter be dealt with in the usual way.
4. The Board strongly recommend that members vote in favour of the Special Resolution.

BY ORDER OF THE BOARD



R A B Snowsill
Company Secretary
20th August 2021