

South Hurstville RSL Club Limited

ABN 16 000 955 626

NOTICE OF ANNUAL GENERAL MEETING
AND RESOLUTIONS



THE PINNACLE

SOUTH HURSTVILLE RSL
HURSTVILLE RSL

NOTICE is hereby given that the 68th Annual General Meeting of the South Hurstville RSL Club Ltd will be held on Sunday 30th April 2017, commencing at 9:00am, at the premises of the Club, 72 Connells Point Road, South Hurstville, where the members will be asked to consider, and if thought fit, pass the following Ordinary Resolutions:

BUSINESS:

1. To confirm the minutes of the 67th Annual General Meeting.
2. To receive and consider the report of the Board.
3. To receive and consider the Annual Report.
4. To consider and vote upon the Ordinary Resolutions.
5. To consider and vote upon the Special Resolutions.
6. Declaration of the poll for election of Directors.
7. If any member wishes to propose any general business in relation to the audited accounts, notice in writing must be given to the CEO at least seven (7) days prior to the Annual General Meeting.
8. To receive recommendations from the floor for subsequent consideration by the incoming Board.

For and on behalf of the Board of Directors.

Simon Mikkelsen
Chief Executive Officer

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

1. That members hereby approve expenditure by the Club in a sum not exceeding \$25,000.00 over the next twelve (12) months for the following expenses, which includes the professional development and education of Directors subject to approval by the Board of Directors:

- i. Reasonable expenses incurred by Directors in travelling, by either public or private transport, to and from Directors or other duly constituted committee meetings, either within the Club or elsewhere – as approved by the Board on production of documentary evidence of such expenditure.
- ii. The cost of reasonable food and drink associated with each Board meeting of the Club, and/or attendances at the Club for other duties.
- iii. Reasonable expenses incurred by Directors, either within the Club or elsewhere in relation to such other duties, including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
- 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 Directors to attend the Clubs NSW meetings.
- vi. The reasonable cost of Directors attending the

ClubsNSW Annual Conference and Annual General Meeting.

- vii. The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
- viii. The reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other events as may be determined by the Board from time to time.
- ix. The reasonable cost of Directors attending other clubs for the purpose of observing their facilities and methods of operation.
- x. The reasonable cost of Directors/Management attending an end of year dinner with spouses/partners.
- xi. The reasonable cost of Directors issuing drink tickets to members for assistance with the Friday night raffle.

Notes to Members

1. The First Ordinary Resolution is to have the members in the General Meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses.
2. Included in the First Ordinary Resolution is the cost of Directors attending functions as representatives of the Club and, if required, the cost of their spouse/partners also attending those functions.



SECOND ORDINARY RESOLUTION

- a. That the members hereby approve the payment of the following honorariums per annum to the Directors in respect of services rendered to the Club, President \$6,060.00, Senior Vice President \$3,408.00, Junior Vice President \$2,520.00, Treasurer \$2,520.00 and each of the five (5) non-executive Directors \$1,080.00, to be paid quarterly in advance. Total of \$19,908.00 per annum.

Notes to Members

1. The Second Ordinary Resolution is to have the members approve an honorarium for each Director of the Club for duties to be performed until the next Annual General Meeting.
2. The honorarium will be paid on a pro-rata basis, which means that if a Director only holds office for part of their term, that Director will only receive part of the honorarium.

THIRD ORDINARY RESOLUTION

- a. That the members hereby approve the payment of an honorarium/grant to the South Hurstville RSL Sub Branch of \$400.00 a month, and the South Hurstville RSL Women's Auxiliary \$700.00 a month.

Notes to Members

1. The Third Ordinary Resolution is to have the members approve an honorarium for duties and services performed until the next Annual General Meeting.

The members acknowledge that these benefits are not available for members generally, but are only for those who are Directors and affiliates of the Club.

Procedural Matters

2. Each of the Resolutions must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two (2) or more separate Resolutions.

To be passed, each Ordinary Resolution must receive votes in their favour from more than fifty percent (50%) of those members who are entitled to do so, and who vote in person at the meeting.

3. The Registered Club Act provides that:
 - a. members who are employees of the club are not entitled to vote; and
 - b. proxy voting is prohibited.

By resolution and direction of the Board.

Simon Mikkelsen
Chief Executive Officer



NOTICE is hereby given that at the Annual General Meeting of South Hurstville RSL Club to be held on 30 April 2017, commencing at 9.00 am, at the premises of the Club, 72 Connells Point Road, South Hurstville NSW, the members will be asked to consider, and if thought fit, pass the Special Resolutions set out below:

GENERAL NOTES FOR MEMBERS

1. To be passed, a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
2. The Special Resolutions should be read in conjunction with the notes to members which follow the Special Resolutions.
3. Only financial South Hurstville Service members and Life members who were previously Service members (who remain members of the South Hurstville RSL Sub-Branch) are eligible to vote on the Special Resolutions.
4. Employees of the Club are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.
5. Amendments to the Special Resolutions (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.
6. A copy of the current constitution is available to members on request from the Chief Executive Officer.
7. Members wishing to attend must register with the Chief Executive Officer at the Annual General Meeting to verify their eligibility. Registration will open at 8:45am on the day. Members are reminded to be in attendance on time to register before the meeting commences at 9am.
8. The Board recommends the adoption of these changes to the Club's Constitution and asks that the members vote "for" these changes to the Constitution.

FIRST SPECIAL RESOLUTION

That the Constitution of South Hurstville RSL Club Ltd ACN 000 955 626 be amended by inserting the following new Rule 20(c):

20. (c) Notwithstanding Rule 20(a), a financial Service Member, financial Social Member, financial Perpetual Member or Life Member who is elected to membership of the Club after the 2017 Annual General Meeting will only be entitled to stand for election to the Board of Directors if he or she has been a member of the Club for a period of at least five (5) consecutive years immediately prior to the time of the member's nomination.

EXPLANATORY NOTES – FIRST SPECIAL RESOLUTION

1. Currently, the Constitution requires that any member eligible to stand for election to the Board is only entitled to do so if they have been a member of the Club for at least three (3) consecutive years.
2. The First Special Resolution proposes that this be increased to a length of membership of five (5) years. This will ensure that the persons who are voted onto the Board have greater familiarity with the Club's affairs and a more long-term connection to the Club, to better assist them in making decisions relating to management and strategic direction.
3. If the First Special Resolution is passed, it will only apply to persons who are elected as Service Members, Social Members, Perpetual Members or Life Members after the 2017 Annual General Meeting. It will not affect the entitlement of any person who was elected into any of these categories before the 2017 Annual General Meeting; such persons will still be required to have been a member of the Club for at least three (3) consecutive years to be nominated for election to the Board.

SECOND SPECIAL RESOLUTION

4. That the Constitution of South Hurstville RSL Club Ltd ACN 000 955 626 be amended by deleting in existing Rule 26(a)(i) the words "(including those Councillors being Aldermen of the Middle Ward Kogarah and the Alderman being Mayor of Kogarah, if any)", and inserting the words "or person who holds office as a patron of the Club" so that the new Rule 26(a)(i) reads as follows:
 26. (a)(i) any prominent citizen or local dignitary visiting the Club or person who holds office as a patron of the Club.

EXPLANATORY NOTES – SECOND SPECIAL RESOLUTION

1. The existing Rule 26(a)(i) is out-dated and is no longer relevant to the Club.
2. The Board is not aware of any persons who were admitted as honorary members based on their positions as Aldermen of the Middle Ward Kogarah. In any event, the new Rule 26(a)(i) will still permit the Club to admit councillors as honorary members.
3. The new Rule 26 also includes the ability for a person appointed as patron of the Club to be admitted as an honorary member. This is a requirement under the Registered Clubs Act.



THIRD SPECIAL RESOLUTION

That the Constitution of South Hurstville RSL Club Ltd ACN 000 955 626 be amended by deleting existing Rule 42 and replacing it with the following new Rule 42:

- a. Subject to Rule 20, the business and affairs of the Club and the custody and control of its property and funds shall be managed by a Board of Directors consisting of: a President, two (2) Vice-Presidents (being one Senior Vice President and one Junior Vice President), Honorary Treasurer and five (5) other Directors. The President and Senior Vice President shall at all times be financial Service Members or Life Members who are financial members of the South Hurstville Sub-Branch of the RSL. However, if there are insufficient numbers of financial Service Member(s) or financial Life Member(s) of the South Hurstville Sub-Branch of the RSL elected to those positions, then such of those positions as is required may be filled by financial Social Members and/or financial Perpetual Members if so elected to the Board. The Junior Vice President, Honorary Treasurer and five (5) other Directors may, if so elected, be financial Service Members, Life Members, financial Social Members or financial Perpetual Members.
- b. On and from the 2019 Annual General Meeting, the business and affairs of the Club and the custody and control of its property and funds shall be managed by a Board of no less than five (5) but no more than nine (9) Directors, of which the members may elect no more than seven (7) Directors, provided that at least two (2) of the members of the Board must be Service Members (or Life Members who were Service Members before being elected as Life Members). If there are insufficient Service Members or eligible Life Members nominated to fill those positions, then those positions may be filled by Social Members, Perpetual Members or other Life Members if so elected.
- c. Pursuant to section 30(1)(b1) of the Registered Clubs Act and clause 23A of the Registered Clubs Regulation 2009 (NSW) (Regulation), the elected Board members and any Board members appointed to fill the position of an elected Board member may appoint up to two (2) additional persons as members of the Board. In accordance with clause 23A of the Regulation, an additional person appointed as a member of the Board:
 - i. may be appointed for a term of no more than three (3) years;
 - ii. must be a financial ordinary member of the Club at the time of, and for the duration of, his or her appointment;

- iii. is not eligible for re-appointment under this Rule 42(c), including re-appointment after the end of his or her term.
- d. The eligibility criteria contained in Rules 20(a)(ii) and 20(c) shall not apply to any persons appointed in accordance with Rule 42(c).
- e. On and from the 2019 Annual General Meeting, the Board of Directors shall elect from amongst themselves a President and Vice-President.

EXPLANATORY NOTES – THIRD SPECIAL RESOLUTION

1. The Third Special Resolution proposes that from 2019, the Board will comprise of a variable number of Directors - no less than five (5) Directors but up to a maximum of nine (9) Directors. However, the members will only have the ability to elect up to seven (7) Directors (and not the full nine (9) Directors).
2. This Board will comprise of a President and Vice-President with the remaining positions filled by ordinary directors. Previously, the President and Vice-President had to be Service Members. The Third Special Resolution proposes that there will still be two positions on the Board reserved for Service Members (or Life Members who have Service Member rights), but not necessarily the President and Vice-President positions. If there are insufficient Service Members or eligible Life Members nominated, then other members may fill those reserved positions.
3. Additionally, instead of the Club members having to elect persons to the President and Vice-President positions, on and from the 2019 Annual General Meeting the newly elected Board will choose the President and Vice-President amongst themselves.
4. Prior to each election, the Board will make a decision on the number of directors that will make up the next Board. If the Board chooses, it can appoint up to two (2) directors under the new provision under the Registered Clubs Regulation. This provision enables the Board to appoint as directors certain persons who hold relevant qualifications and expertise (and are members of the Club). Such expertise may be useful to a Club to complement their existing skill set, especially during particular periods or when embarking on specific projects.
5. Pursuant to clause 23A of the Registered Clubs Regulation, within twenty one (21) days of the Board appointing a director, a notice must be clearly displayed



on a notice board on the Club's premises and on the Club's website that states:

- a. the reasons for the person's appointment;
 - b. the person's relevant skills or qualifications; and
 - c. any payments to be made to the person in connection with his or her appointment.
6. Such appointed Directors may only be appointed for up to three (3) years and will not be re-eligible for appointment by Directors after their term expires.

FOURTH SPECIAL RESOLUTION

That the Constitution of South Hurstville RSL Club Ltd ACN 000 955 626 be amended by deleting existing Rule 44 and replacing it with the following new Rule 44:

- a. The Board shall be elected every two (2) years. The members of 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.
- b. A nomination for the election of a member to any position on the Board shall be made in writing in the form prescribed by the Board from time to time signed by two (2) Full members and signed by the nominee (who shall signify the nominee's consent to the nomination) and shall be lodged with the General Manager not less than fourteen (14) days (or such other time as the Board may prescribe) before the Annual General Meeting in a Board election year, which shall be the closing date for nominations. Nomination forms shall be available at the General Manager's office at least twenty-one (21) days prior to the date of that Annual General Meeting.
- c. The General Manager shall immediately, after the closing date for the nominations, post the names of the candidates on the Club Notice Board, in the same order as appearing on the ballot paper.
- d. If at the close of nominations the number of candidates is equal to the number of positions required to be filled, those candidates shall be declared elected at the Annual General Meeting.
- e. If at the close of nominations the number of candidates nominated is less than the number of positions required to be filled, those candidates shall be declared elected. The Board may fill up to two (2) of the remaining positions by appointing directors in accordance with the Registered Clubs Regulation. If the Board does not want to appoint Directors, then additional nominations shall be called for at the Annual General Meeting of the Club to fill any remaining positions required to be filled. If more than the required number of candidates are nominated at the Annual General Meeting for the

remaining positions required to be filled then a ballot shall be conducted at the Annual General Meeting for those positions.

- f. If at the close of nominations the number of candidates nominated for any office exceeds the number required to be elected to that office, a ballot for the office will be held subject to the following requirements:
 - i. The ballot will be counted by the General Manager or Returning Officer and at least two (2) scrutineers (who will not be candidates) appointed by the Board.
 - ii. A candidate for office is ineligible to be appointed as the Returning Officer or as a scrutineer.
 - iii. An election by ballot shall be conducted in such manner as determined by the Board of Directors.
 - iv. In the event of an equality of votes in favour of two (2) or more candidates, the Returning Officer or General Manager will draw lots between the candidates having an equality of votes so as to ensure the election of the number required to fill the vacancies, except when the method of voting used is preferential voting.
 - v. The Returning Officer or General Manager will ensure that votes cast by members are kept secure at all times and will keep the voting results confidential, until the result of the election is declared at the Annual General Meeting.
 - vi. The non receipt of the ballot paper or ballot papers or any of them by a member of the Club eligible to vote will not invalidate the ballot.
 - vii. The position of the names of candidates on the ballot paper will be determined by lot by the General Manager or Returning Officer.
 - viii. The Board may from time to time make such By-Laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

EXPLANATORY NOTES – FOURTH SPECIAL RESOLUTION

1. The existing Rule 44 made reference to the annual election of the Board which changed to a biennial election from 2014. As the biennial election now applies, the Fourth Special Resolution proposes to remove those historical references.
2. The new Rule 44(b) will also specify that the Board will prescribe a nomination form from time to time. The Board already provides a standard nomination form; the Fourth Special Resolution merely seeks to confirm this in the Constitution.
3. The new Rule 44(b) will also entitle the Board to prescribe a different time frame for the close of nominations.
4. The Fourth Special Resolution also proposes changes



to how positions on the Board will be filled if there are insufficient nominees. Currently, such remaining positions are to be filled by calling for additional nominations at the Annual General Meeting.

5. If this special resolution is passed, the Board will have the ability to fill up to two (2) of those positions by appointing directors pursuant to the new provisions of the Registered Clubs Regulation. This will again require the Board to notify the members of the appointed Directors' skills or qualifications. Alternatively, if the Board does not want to appoint any Directors, then additional nominations may be called for any positions that must be filled.
6. If the Third Special Resolution is also passed, then the Board will be validly constituted if there is a minimum of five (5) directors. Accordingly, there will be no requirement to fill those positions unless there are less than five (5) nominees for the Board election. However if the Board has decided in that election year that it wants more directors (up to a maximum of nine (9), and there are insufficient nominees, then the Board can call for additional nominations.

FIFTH SPECIAL RESOLUTION

That the Constitution of South Hurstville RSL Club Ltd ACN 000 955 626 be amended by inserting the following new Rule 44(g):

- a. Notwithstanding any other rule in this Constitution, no person shall be eligible to be nominated unless he or she has completed a Directors' pre-nomination workshop as determined by the Board from time to time.

EXPLANATORY NOTES – FIFTH SPECIAL RESOLUTION

1. The Club's Directors hold significant responsibilities and are subject to a number of duties imposed by the law. Especially given the scale of the Club's operations, Directors should be very aware of their responsibilities and the kind of tasks they will be required to fulfill.
2. Accordingly, the Board proposes to hold a workshop prior to the opening of nominations in each election year. The workshop is intended to provide prospective candidates with an insight into the role of Club Director and an overview of their duties and responsibilities.
3. If the Fifth Special Resolution is passed, completion of the workshop will be a pre-requisite to being nominated. If a person has not completed the workshop, they will not be eligible to stand for election.

SIXTH SPECIAL RESOLUTION

That the Constitution of South Hurstville RSL Club Ltd ACN 000 955 626 be amended by inserting the words "(which may be kept electronically)" after the words "Minute Book" in Rule 48 so that the new Rule 48 reads as follows:

- a. The Board may meet together for the dispatch 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 in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book (which may be kept electronically) provided for that purpose. The President shall preside at every Meeting of the Board. If the President is not present or is unwilling or unable to act then a Vice-President shall act as Chairman. If the Vice-Presidents are not present or are unable or unwilling to act then the Board members present may elect their own Chairman.

EXPLANATORY NOTES – SIXTH SPECIAL RESOLUTION

1. Rule 48 currently provides that the Board must keep a Minute Book, which impliedly requires a hard copy book to be maintained. The proposed amendment confirms that this Minute Book may be kept electronically.

SEVENTH SPECIAL RESOLUTION

That the Constitution of South Hurstville RSL Club Ltd ACN 000 955 626 be amended by deleting Rule 85 and replacing it with the following new Rule 85:

This Constitution may be replaced or amended only:

- a. At a General Meeting of which at least 21 days written notice specifying the intention to propose a resolution to replace or amend the Constitution as a Special Resolution has been given; and
- b. If such resolution is passed by at least a seventy-five per cent (75%) majority of:
 - i. The financial Service Members present and voting at that General Meeting (being eligible to do so); or
 - ii. if there is an insufficient quorum of Service Members at that General Meeting, the financial Service Members, Social Members, Perpetual Members and Life Members present and voting at



- that General Meeting (being eligible to do so); or
- iii. if the South Hurstville Sub-Branch of the RSL is not in existence at the date of such General Meeting, the financial Social Members, Perpetual Members and Life Members present and voting at that General Meeting (being eligible to do so).

EXPLANATORY NOTES – SEVENTH SPECIAL RESOLUTION

1. The Seventh Special Resolution proposes to amend the wording of existing Rule 85 and introduce an additional instance where the General Meeting can vote on a resolution to amend the Constitution.
2. Currently, the Constitution can only be amended by Service Members present and voting at the General Meeting unless the South Hurstville Sub-Branch is no longer in existence – in which case the other members may vote on the special resolution to amend the Constitution.
3. Under existing Rule 63 of the Constitution, there must be a quorum of ten (10) Service Members to vote on such resolution. If this quorum is not present, then it means the General Meeting must be adjourned to another convenient date. This is a timely and costly administrative burden on the Club.
4. Accordingly, the Seventh Special Resolution proposes that if this quorum of ten (10) Service members is not present at the General Meeting, then all of the Service members, Social Members, Perpetual Members and Life Members may vote on the resolution. This will help ensure that General Meeting is able to consider and vote on the proposed constitutional amendments. This will only arise if there are less than ten (10) Service Members present and voting at the relevant General Meeting.
5. Aside from introducing the additional requirement, this amendment also helps to make the wording clearer and understandable.
6. In all cases, a seventy-five percent (75%) majority of the relevant members present and entitled to vote is still required to pass the resolution. This has not been changed from the existing Rule 85.

EIGHTH SPECIAL RESOLUTION

That the Constitution of South Hurstville RSL Club Ltd ACN 000 955 626 be amended by:

1. Replacing all references to the words “General Manager” with the words “Chief Executive Officer”; and
2. Deleting the words “or Manager” in existing Rule 7(d) so that the new Rule 7(d) reads as follows:
 - a. The Chief Executive Officer or any employee or a

member of the Board or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

EXPLANATORY NOTES – EIGHTH SPECIAL RESOLUTION

1. The current secretary and approved manager of the Club holds the title of ‘Chief Executive Officer’ which has been in use for some time (as opposed to the title ‘General Manager’).
2. Accordingly, the Board proposes to amend the Constitution to reflect the current title being used.

BY ORDER OF THE BOARD

S. Mikkelsen

Simon Mikkelsen
Chief Executive Officer



NOMINATIONS FOR DIRECTORSHIP

Nominations will be invited for the Board of Directors from Tuesday 14 March 2017 (10am) to Thursday 30 March 2017 (4pm).

Pre-nomination training will be held at South Hurstville RSL Club on Monday the 13th of March 2017 and Wednesday the 15th of March 2017 at 6pm. Any member considering nominating for a position must complete training on one of these days.

To be qualified to be a Director a candidate must have been a full member of the Club for a continuous period of at least three (3) years immediately before the date of the member's nomination.

Nominations must be in writing signed by the candidate and at least two (2) other financial members of the Club, in accordance with the Club's Constitution.

Nomination forms are available from the reception area of the Club from Tuesday 14 March 2017, or by contacting the Club to request a form by post or email.

All nominations for Directors should be accompanied by a profile of the candidate, which must not exceed 200 words, and handed to the CEO prior to the close of nominations.

In accordance with the "Registered Clubs Regulations 2015" all nominees must complete the training prescribed in the regulation within twelve (12) months of becoming a Board member.

VOTING AT THE CLUB

Voting will take place at South Hurstville RSL Club, 72 Connells Point Road, South Hurstville and Hurstville RSL Club, 1 Ormonde Parade, Hurstville from Friday 21 April 2017 to Friday 28 April 2017, between the hours of 10am and 8pm. Eligible financial members are entitled to vote. Eligible members must produce their membership card to the reception staff, then swipe at the voting terminal to commence the voting procedure.

AGM

Sunday 30 April 2017 at 9am.

A concise version of the Annual Report for year ending 31 December 2016 is available online from 14 March 2017 at www.thepinnacle.com.au. Copies of full financials will also be available from that date.