



NOTICE OF ANNUAL GENERAL MEETING & RESOLUTIONS

Notice is hereby given that the 69th Annual General Meeting of the South Hurstville RSL Club Ltd will be held on Sunday 8th April 2018, commencing at 9:00am, at the premises of the Club, 72 Connells Point Road, South Hurstville.

BUSINESS:

1. Apologies.
2. To confirm the minutes of the previous Annual General Meeting.
3. To receive and consider the Directors Report, Financial Report and Auditors Report.
4. To consider, and if thought fit, pass the Ordinary Resolutions set out in this notice.
5. To respond to any members queries relating to the audited accounts. Notice in writing must have been given to the CEO at least seven (7) days prior to the opening of the Annual General Meeting.
6. To receive recommendations from the floor for subsequent consideration by the incoming Board.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

1. That members hereby approve expenditure by the Club 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:
 - (a) 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.
 - (b) The cost of reasonable food and drink associated with each Board meeting of the Club, and/or attendances at the Club for other duties.
 - (c) 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.
 - (d) 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.
 - (e) The reasonable cost of Directors to attend the ClubsNSW meetings.
 - (f) The reasonable cost of Directors attending the ClubsNSW Annual Conference and Annual General Meeting.
 - (g) The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
 - (h) The reasonable cost of Directors attending seminars, strategic planning seminars, lectures, trade displays, organised study tours, fact finding tours and other events as may be determined by the Board from time to time.
 - (i) The reasonable cost of Directors attending other clubs for the purpose of observing their facilities and methods of operation.



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- (j) The reasonable cost of Directors/Management attending an end of year dinner with spouses.
- (k) The reasonable cost of Directors issuing drink tickets to members for assistance with the Friday night raffle.
- (l) The reasonable cost of Club apparel being provided to Directors as required.
- (m) The reasonable cost of an electronic device (for example a tablet or Ipad).

Notes to Members

* 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.

* 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

2. 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

* 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.

* 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

3. 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

* 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.

FOURTH ORDINARY RESOLUTION - NON-CORE PROPERTY

- 4 "That the members declare, for the purposes of section 41J of the Registered Clubs Act 1976 (NSW), that lot 1 in deposited plan (DP) 214714 and lots 1 and 2 in DP869014, all comprising the land known as 1 Ormonde Parade, Hurstville and being the registered club business premises known as "Hurstville RSL Memorial Club" (Hurstville RSL Land), not to be core property of South Hurstville RSL Club Ltd."

Explanatory notes regarding the Non-Core Property Resolution

* The land and premises of the Club located in lot 1 in deposited plan (DP) 214714 and lots 1 and 2 in DP869014, all comprising the land known as 1 Ormonde Parade, Hurstville and being the registered club business premises known as "Hurstville RSL Memorial Club" at 1 Ormonde Parade, Hurstville (Hurstville RSL Land) is presently "core property" of the Club for the purposes of section 41J of the Registered Clubs Act 1976 (NSW) (Registered Clubs Act).

* If the Non-Core Property Resolution is passed, the Hurstville RSL Land will no longer be core property for purposes of section 41J of the Registered Clubs Act.



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* Under section 41J of the Registered Clubs Act, “core property” includes:

- (a) the (licensed) premises of the Club;
- (b) any facility provided by the Club for the use of its members and their guests; or
- (c) any other property declared by a resolution passed by a majority of the members present at a general meeting of the ordinary members of the Club, to be core property, unless it has been declared not to be core property by resolution of the ordinary members of the Club in general meeting.

* Under section 41J of the Registered Clubs Act, “core property” cannot be disposed of (which includes by sale, a lease or licence) unless:

- (a) the property has been valued by a qualified valuer;
- (b) the disposal has been approved at a general meeting of the ordinary members of the Club at which a majority of the votes cast supported the approval; and
- (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer, except in circumstances specified in clause 23 of the Registered Clubs Regulation 2015 (NSW) (Registered Clubs Regulation).

* The exceptions to compliance with the requirements of section 41J of the Registered Clubs Act contained in clause 23 of the Registered Clubs Regulation are the following:

- (a) the property is being leased or licensed for a period not exceeding ten (10) years on terms that have been the subject of a valuation by a qualified valuer,
- (b) the property is being disposed of to a wholly owned subsidiary of the club,
- (c) the property is being leased or licensed to a telecommunications provider for the purposes of a telecommunication tower,
- (d) the disposal involves calling for expressions of interest and a subsequent selective tendering process, and the disposal and disposal process have been approved by a majority vote at a general meeting of the ordinary members of the club,
- (e) the property is being sold by private treaty, but only if it failed to sell at public auction or open tender following compliance with the requirements of paragraph 4 above,
- (f) the terms and nature of the disposal (including details of the parties, property, price and valuation) are disclosed to the ordinary members of the club, and the disposal is approved at a general meeting of the ordinary members of the club,
- (g) the property is being disposed of to a government department, statutory body representing the Crown, State owned corporation or local council,
- (h) the Secretary of the Department of Industry of NSW has, on application by the registered club, approved the property being disposed of otherwise than in accordance with paragraph 4 above,
- (i) a lease or licence of core property to a person for the person of enabling the person to provide goods or services:
 - i. exclusively to members of the club and their guests and to other persons attending the club in accordance with a club functions authorisation held by the club, or
 - ii. to members of the club and their guests and to other members of the public and the granting of the lease or licence for that purpose has been approved at a general meeting of the ordinary members of the club.

* The effect of declaring the any part of the real property of the Club to be non-core property is that the approval of the members will not be required for the disposal (by way of sale, lease, licence or otherwise) of that property.

* Under the amalgamation agreements, Independent Liquor and Gaming Authority approval and the requirements of the Registered Clubs Act, the Hurstville RSL Memorial Club premises must continue to trade for at least three (3) years following amalgamation completion. The amalgamation was completed on or about 20 May 2015.

* It is not the present intention of the Board to dispose of any part of the Hurstville RSL Land. At the time of amalgamation with the former Hurstville RSL Memorial Club Ltd (deregistered), a commitment was provided in the amalgamation agreements to promote and develop the Hurstville RSL Memorial Club premises, but subject to possible future development which may incorporate other uses such as commercial, retail and residential development.



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* The Board will be reviewing the use of the Hurstville RSL Land as part of its strategic plan for the future of the Club. This will involve engaging consultants to prepare recommendations and concept plans for the best use of the Hurstville RSL Land.

* Before the Club incurs the costs of any work being undertaken, it proposes that the Hurstville RSL be declared as 'non-core' property by the members so the Board will then have the desired flexibility in exploring development options for the possible future development of the Hurstville RSL Land, including negotiation with third parties and planning any development.

* The Board considers that the available exceptions to the disposal of core property contained in clause 23 of the Registered Clubs Regulation are not appropriate for a possible future development of the Hurstville RSL Land. The Board considers it needs the degree of flexibility to deal with the Hurstville RSL Land which would be provided by the passing of the Non-Core Property Resolution.

* However, members will be informed of a proposed development or disposal of any part of the Hurstville RSL Land. Subject to feasibility, viability and all necessary government and planning approvals, it is the intention of the Board to maintain a registered club at the site.

* Pursuant to section 41J(1) of the Registered Clubs Act, all classes of Ordinary membership (and Life membership) of the Club are eligible to vote on the Non-Core Property Resolution.

PROCEDURAL MATTERS

1. 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.
2. To be passed, each Ordinary Resolution must receive votes in its favour from not less than a simple majority (i.e. 50% plus 1) of those members, who being eligible to do so, 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

VOTING AT THE CLUB

There is no requirement for voting prior to the 2018 Annual General Meeting.

AGM

Sunday 8 April 2018 at 9am.

A concise version of the Annual Report for year ending 31 December 2017 is available online from 13 March 2018 at www.thepinnacle.com.au. Hard copies of full financials will also be available from that date.