

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **ECHUCA MOAMA RSL & CITIZENS CLUB LIMITED** will be held on **Monday 8th November 2021** commencing at the hour of **7pm** at the premises of the Club, 56 Merool Road, Moama, New South Wales.

BUSINESS

The business of the Annual General Meeting shall be as follows:

1. Apologies.
2. To receive and consider the Minutes of the Annual General Meeting of the Club held on 30 November 2020.
3. To receive and consider the Report of the Board of Directors for the year ended 30 June 2021.
4. To receive and consider the Financial Report and Auditor's Report for the year ended 30 June 2021.
5. To declare the results of the election of positions on the Board of Directors in accordance with the triennial election of directors.
6. To consider and if thought fit pass the Special Resolution to amend the Club's Constitution contained in this Notice.
7. To consider and if thought fit pass the 3 Ordinary Resolutions in relation to directors honorariums and expenses contained in this Notice.
8. General business and questions.

Dated: 30 August 2021

By direction of the Board



Ashley Menzies

Chief Executive Officer

Important Notice Regarding Annual Report

Members who previously requested a hard copy of the directors' report, financial statements and auditor's report will receive them in the form requested. Members can also access the reports at www.moamarsl.com.au

Important Note Regarding Questions for the Annual General Meeting

Members with questions on the Annual Report or accounts are asked to submit those questions in writing to the Chief Executive Officer 7 days before the meeting. Members are entitled to ask questions at the Annual General Meeting without giving this notice. However, if you do not submit questions in writing 7 days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.

Notes on Resolutions and Voting at the Annual General Meeting

1. Below are 1 Special Resolution and 3 Ordinary Resolutions which will be considered at the Annual General Meeting.
2. Life members, financial RSL members and financial Associate members shall be eligible to attend and vote on the resolutions.
3. The Special Resolution will be passed if at least 75% of the votes cast on the resolution by eligible members present at the meeting are cast in favour of the resolution.
4. Each Ordinary Resolution will be passed if at least a majority (ie. 50% plus 1) of the votes cast on the resolution by eligible members present at the meeting are cast in favour of the resolution.
5. Under the Registered Clubs Act:
 - (a) proxy voting is prohibited; and
 - (b) employees cannot vote.
6. Notes on the resolutions follow the Special Resolution and each Ordinary Resolution.
7. The Board recommends the Special Resolution and Ordinary Resolutions to members.

NOTICE OF SPECIAL RESOLUTION

NOTICE is hereby given that during the Annual General Meeting the members will be asked to consider and if thought fit pass the following Special Resolution:

SPECIAL RESOLUTION

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

That the Articles of Association of Echuca Moama RSL & Citizens Club Limited be amended by:

(a) **renumbering** Articles 8(vi) and (vii) as Articles 8(d)(viii) and (ix) and **inserting** the following new Articles 8(d)(vi) and (vii):

“(vi) the phone number of the applicant; and

(vii) the email address of the applicant.”

(b) **deleting** Articles 9, 10 and 11 and in their place **inserting** the following Articles:

“9. By lodging an application for membership, the applicant is agreeing to be bound by the Memorandum and Articles of Association of the Club, and all Club By-Laws, Rules and Regulations that exist from time to time.

10. The Club shall not be required to notify a person if they have been elected to membership.

11. If a person fails to be elected to membership, the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.”

(c) **inserting** at the commencement of Article 11A(a)(iii) the words “Subject to any decision by the Board or the Secretary to the contrary”;

(d) **renumbering** Articles 13A and 13B as 13G and 13H **inserting** the following new Articles 13A, 13B, 13C, 13D, 13E and 13F and accordingly:

“ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

13A. 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 the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

13B. In respect of any suspension pursuant to Article 13A, the requirements of Article 13 shall not apply.

13C. If the Secretary (or his or her delegate) exercises the power pursuant to Article 13A, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

(a) the member has been suspended as a member of the Club; and

(b) the period of suspension;

(c) the privileges of membership which have been suspended; and

(d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary the matter be dealt with by the Board pursuant to Article 13.

13D. If a member submits a request under Article 13C(d):

(a) the member shall remain suspended 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 13;

13E. The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).

13F. Articles 13 to this Article 13F apply to Full members only and they do not limit or restrict the Club from exercising the powers contained in Article 13 A and the powers contained in section 77 of the Liquor Act.”

(e) **deleting** Article 17, and the subheading “Address of Members” immediately before Article 17 and inserting the following:

“Details of Members

17. Members must advise the Secretary of the Club of any change in their details (including address, email address and telephone number) within seven (7) days of the changing of their address or their details as recorded in the Register.”

(f) **inserting** in Article 32(c) after the words “an election by ballot” the words “whether, by paper or electronic means” wherever appearing;

(g) **inserting** the following new Article 32A:

“32A. Notwithstanding any other provision of this Constitution, the Board may determine that voting in the election of the Board be conducted by electronic means. If the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer or other electronic device without having to attend the Club’s premises or by using a designated computer or other electronic device at the Club.”

(h) inserting the following new sub-heading and Articles 35P and 35Q:

“TRAINING DISCLOSURES

(p) The Club must make available to members:

(i) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and

- (ii) *the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.*
- (q) *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information."*
- (i) **inserting** the following new Article 38(a1) immediately before Article 38(a):
"(a1) to delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof;"
- (j) **inserting** the following new sub-heading and Article 53A :
"CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS
 53A. *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 53A will not operate in relation to a meeting called pursuant to a request or requisition of members."*
- (k) **inserting** the following new sub-heading and Rule 53B:
"WITHDRAWAL OF RESOLUTIONS
 53B. *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act."*
- (l) **inserting** the following new sub-heading and Rule 53C:
"USE OF TECHNOLOGY FOR GENERAL MEETINGS
 53C. *The Club may hold a general meeting at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the meeting."*
- (m) **deleting** Articles 63 to 63C inclusive and **inserting** the following new Articles 63, 63A, 63B and 63C:
"63. A notice may be given by the Club to any member either:
 - (a) *personally; or*
 - (b) *by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
 - (c) *by sending it by any electronic means;*
 - (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
 - (e) *by any other means permitted by the Act.*
 63A. *Where a notice is sent by post to a member the notice shall be deemed to have been received by the member:*
 - (a) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
 - (b) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*
 63B. *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*
 63C. *Where a member is notified of a notice in accordance with Article 63(d), the notice is taken to have been received on the day following that on which the notification was sent."*

Notes to Members on the Special Resolution

1. **Paragraph (a)** updates the requirements for membership application forms to include an applicant's phone number and email address.
2. **Paragraph (b)** updates Rules in relation to the Board approving applicants for membership to reflect the Club's current practice.
3. **Paragraph (c)** clarifies the ability of a Provisional member to use the facilities and amenities of the Club is subject to a decision of the Board.
4. **Paragraph (d)** inserts new Articles to give the Secretary the power to suspend a member for a period of up to 12 months.
5. If the Club wanted to suspend a member for a longer period, the matter would have to be determined by the Board. Furthermore, any member suspended by the Secretary can challenge that decision and have the matter determined by the Board. This will enable the Board to more effectively deal with minor disciplinary matters.
6. **Paragraph (e)** updates the requirement for members to notify the Club of any change to their details.
7. **Paragraphs (f) and (g)** clarify that the election for the directors can be conducted electronically if the Board determines.
8. **Paragraph (h)** amends existing provisions relating to mandatory director training and accountability to bring the Constitution into line with the *Registered Clubs Accountability Code*.
9. **Paragraph (i)** confirms the Board's power to delegate its powers.
10. **Paragraphs (j), (k) and (l)** amend existing provisions relating to proposed resolutions, and the holding and postponing of general meetings to bring the Constitution into line with the *Corporations Act*.

11. **Paragraph (m)** amends existing provisions relating to notices to members to bring the Constitution into line with the *Corporations Act*. The amendments refer to the Club's ability to give notice of general meetings to members electronically if a member elects to receive notices this way or if the *Corporations Act* allows the Club to do so.
 12. The Board recommends the Special Resolution to members.
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NOTICE OF ORDINARY RESOLUTIONS

NOTICE is hereby given that during the Annual General Meeting the members will be asked to consider and if thought fit pass the following resolutions which are proposed as Ordinary Resolutions:

FIRST ORDINARY RESOLUTION

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

That pursuant to Section 10(6)(b) of the Registered Clubs Act the members hereby approve the payment of an honorarium to the President of the Club in the sum of \$10,000 (inclusive of the superannuation guarantee levy) in respect of his services as President of the Club until the Annual General Meeting of the Club in the year 2022.

Notes to Members on First Resolution

1. The First Ordinary Resolution, if passed, will authorise the payment of an honorarium to the President of the Club for his services over the next 12 months in the sum of \$10,000. This amount is the same as the amount approved by members last year. The Board recommends this Ordinary Resolution to the members.

SECOND ORDINARY RESOLUTION

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

That pursuant to Section 10(6)(b) of the Registered Clubs Act the members hereby approve the payment of an honorarium to each director of the Club in the sum of \$4,000 in respect of each Director's services on the Board of Directors of the Club until the Annual General Meeting of the Club in the year 2022.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution, if passed, will authorise the payment of an honorarium to each director of the Club for their services in the sum of \$4,000 each. This amount is the same as the amount approved by members last year. The Board recommends this Ordinary Resolution to the members.

THIRD ORDINARY RESOLUTION

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

That pursuant to Section 10(6A) of the Registered Clubs Act the members hereby approve the following benefits to directors until the Annual General Meeting of the Club in the year 2022:

- (a) the reasonable costs of directors and their spouses attending the Annual General Meeting of ClubsNSW;
- (b) the reasonable costs of directors attending meetings of associations of which the Club is a member provided such attendance by directors is approved by a current resolution of the Board of the Club;
- (c) the reasonable costs of directors attending seminars, trade displays, organised study tours, fact finding tours and other similar events provided the same are beneficial to the Club or contribute to the professional development and education of directors and such attendance is approved by a current resolution of the Board of the Club;
- (d) the reasonable costs of directors attending other clubs for the purpose of observing their facilities and methods of operation provided such attendance is approved by a current resolution of the Board of the Club;
- (e) the reasonable costs of directors attending with their spouses at functions to represent the Club provided such attendance is approved by a current resolution of the Board;
- (f) the provision of a meal and refreshment at reasonable cost to the Club for each director either before or after a Board or Committee meeting when that meeting occurs at a normal meal time;
- (g) the provision at reasonable cost to the Club of a blazer and associated apparel for each director for use when representing the Club;
- (h) the provision of a meal and refreshment at reasonable cost to the Club for each Director whilst on duty during a normal mealtime;
- (i) the provision of an annual dinner at reasonable cost to the Club for each Director and their spouse to attend during the year in recognition of their services to the Club;
- (j) the reasonable cost of an electronic device (such as a laptop, iPad or other similar device) and internet access (if required) made available to the directors of the Club;

PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a) to (j) above (inclusive of any applicable fringe benefits or other tax) does not exceed \$50,000.

The members hereby acknowledge that the benefits in this resolution are not available to members generally but only to those who are directors of the Club or as indicated are spouses of directors.

NOTICE OF ORDINARY RESOLUTIONS

Notes to Members on Third Ordinary Resolution

1. The Third Ordinary Resolution, if passed, will authorise the Club paying for various expenses for directors to attend meetings of ClubsNSW and associations of which the Club is a member, seminars and trade shows, attend at functions to represent the Club, the provision of a meal and a refreshment for each director attending a meeting when that meeting occurs at a normal meal time and various other expenses as set out in the resolution. The maximum amount which can be spent pursuant to this resolution is \$50,000. This amount is the same as the amount approved by members last year. The Board recommends this Ordinary Resolution to the members.

Dated: 30 August 2021

By direction of the Board



Ashley Menzies

Chief Executive Officer