

CAMPSIE RSL SUB-BRANCH CLUB LIMITED
ACN 001 044 373

NOTICE OF ANNUAL GENERAL MEETING, SPECIAL RESOLUTION AND ORDINARY RESOLUTIONS

NOTICE is hereby given that the Annual General Meeting of **CAMPSIE RSL SUB-BRANCH CLUB LIMITED** will be held on **Monday 31 May 2021** commencing at **7:00 pm**, at the premises of the Chester Hill RSL Club,
20 Chester Hill Road, Chester Hill 2162, New South Wales.

BUSINESS

1. Apologies.
2. To confirm the minutes of the 2020 Annual General Meeting. (Copies of these minutes will be made available at the Annual General Meeting.)
3. To receive and consider the Directors' Report to the financial year ended 31 December 2020.
4. To receive and consider the financial reports for the financial year ended 31 December 2020.
5. To receive and consider the auditor's report for the financial year ended 31 December 2020.
6. The Returning Officer to conduct the election for positions of the Board if required.
7. After voting has concluded, the meeting will continue to consider the remaining business of the meeting while the votes are counted.
8. To consider and if thought fit pass the Special Resolution to amend the Club's Constitution contained in this Notice.
9. To consider and if thought fit pass the Two (2) Ordinary Resolutions contained in this Notice.
10. To consider and if thought fit pass a resolution to elect member Gordon Malligan (#2673) to Life membership of the Club.
11. The Returning Officer to announce the election results for positions of the Board if required.
12. General business.

Important Notice regarding the election of the Board

The Board of Directors of Campsie RSL Sub-Branch Club Limited is elected in accordance with the triennial rule, where a third of the Board is elected each year for three (3) year terms. This year, the Group 3 positions will be elected. Group 3 consists of the President and one (1) ordinary director positions.

In addition to the Group 3 elections, there will be elections to fill casual vacancies that arose since the last Annual General Meeting. Those elections are for the remainder of the term of office for the relevant positions.

The two additional elections are the position of Vice President, to serve for the remaining two (2) years of that term, and an Ordinary Director position to serve the remaining one (1) year of that term.

Important Notice regarding Questions for the Annual General Meeting

Members who have any questions regarding the reports or any other matter they wish raised at the Annual General Meeting should submit the question to the Chief Executive Officer in writing seven days before the date of the Annual General Meeting. This is to allow the Club time to prepare any information which may be required to respond to the question. If you do not do this, it may not be possible to answer your question at the meeting.

Important Notice in relation to Annual Reports

Members who have previously requested to receive annual reports will receive them in the manner that they have elected to receive them. Members who have not elected to receive annual reports can access the annual report on the Club's website www.campsiersl.com.au or by requesting a copy of the report from the club reception.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. Each Resolution should be read in conjunction with the notes to members that follow each Resolution.
2. To be passed a Special Resolution and the Resolution for Life membership must receive votes from not less than three quarters of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
3. To be passed an Ordinary Resolution must receive votes from not less than a simple majority (50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
4. Subject to 6 below, only Life members who are financial members of the Campsie Sub- Branch of the RSL and financial RSL members of the Club are eligible to vote on the Special Resolution, the Second Ordinary Resolution, and the Resolution for Life membership.
5. Subject to 6 below, Life Members, financial RSL members and financial Associate Members are eligible to vote in the election of Directors and on the First and Second Ordinary Resolutions.
6. Any person admitted to any category of full membership after the Annual General Meeting of the Club held in 2015 is entitled to attend the Annual General Meeting but is only entitled to vote if they have been a member of the Club for at least five (5) continuous years.
7. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
8. The Board of the Club recommends each of the 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 Campsie RSL Sub Branch Club Limited be amended by including the following new Rule

- (a) *inserting* the following new Rule 72AA

“In addition to Rule 72 and Rule 72A, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and each director agrees to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her reply email agreeing to the proposed resolution”

- (b) *inserting* the following new heading Rule 91A:

USE OF TECHNOLOGY FOR GENERAL MEETINGS

91A 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.”

- (c) *deleting* Rules 108 and 109 inclusive, and *inserting* the following new Rules 108 to 109B inclusive:

“108 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 to the electronic address (if any) provided by the member to the Club; or*
- (d) *in the case of a notice of meeting, giving the member (by means of an electronic communication or otherwise) sufficient information to allow the recipient to access the document electronically*

- 109 *Where a notice is sent by post to a member in accordance with Rule 108, the notice shall be deemed to have been received by the members:*
- (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.*
- 109A *Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.*
- 109B *Where a notice is given in accordance with Rule 108(d), the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.*
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Notes to Members on the Special Resolution

1. The Special Resolution proposes to make a number of amendments to the Club's Constitution to take into account changes to the Corporations Acts brought about by the COVID 19 pandemic.
 2. Paragraph (a) clarifies that a board resolution can be passed by way of email. This is permitted by the Corporations Act.
 3. Paragraph (b) amends existing provisions relating to holding of general meetings to bring the Constitution into line with the Corporations Act.
 4. Paragraph (c) updates the rules in relation to giving notices of meeting to members electronically. This includes giving notices of general meetings by way of email and a text/sms notification that the notice is now available on the Club's website. However, members can still nominate to receive notices of meetings by post.
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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) of the Registered Clubs Act:

- (a) The members hereby approve the payment of the following honorariums to the members who are directors of the Club from conclusion of the 2020 Annual General Meeting to the start of the 2021 Annual General Meeting, to be paid monthly in arrears while they remain directors of the Club:
 - (i) The President - \$12,000.00 inclusive of the superannuation guarantee levy;
 - (ii) The Director appointed by the Board to be the Director of Communications, Community Support and ClubGrants, if such a director is appointed - \$12,000.00 inclusive of the superannuation guarantee levy,
 - (iii) Each other director – \$6,000.00 inclusive of the superannuation guarantee levy
 - (b) acknowledge that the payments referred to in paragraph (a) are only available to directors of the Club and are not available to members generally.
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Notes to Members on First Ordinary Resolution

5. The First Ordinary Resolution, if passed, will authorise the payment of honorariums to directors. If the Third Ordinary Resolution is passed, the honorarium for the President will be \$12,000.00, the honorarium for the director appointed as the Director of Communications, Community Support and ClubGRANTS will be \$12,000.00 and the honorarium for each other director will be \$6,000.00.
 6. These are the same payments as approved by members at last year's AGM.
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SECOND ORDINARY RESOLUTION

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

That pursuant to the Registered Clubs Act:

1. The members hereby approve the payment of:
 - (a) reasonable expenses incurred by Directors in travelling by either private or public 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 costs of meals and refreshments for each Director at a reasonable time before and after a Board or Committee meeting, on the day of the meeting.
 - (c) reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties including entertainment of guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
 - (d) the reasonable costs of Directors attending the Clubs' N.S.W. Annual General Meeting.
 - (e) the reasonable costs of Directors' meetings of other Associations of which the Club is a member.
 - (f) the reasonable costs of Directors attending seminars, lectures, trade displays, organized study tours, fact finding tours and other similar events as may be determined by the Board from time to time.
 - (g) the reasonable costs of Directors attending other Clubs for the purpose of observing their facilities and methods of operation in Australia.
 - (h) the reasonable costs of Directors attending functions with spouses where appropriate and required, to represent the Club.
 - (i) the reasonable costs of providing a Club uniform for each Director.
2. acknowledge that the payments referred to in paragraph (a) are only available to directors of the Club and are not available to members generally.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution, if passed, will authorise the payment of expenses for Directors relating to the exercise of their duties as Directors, as set out in the resolution.
2. This is the same payments as approved by members at last year's AGM.

RESOLUTION FOR LIFE MEMBERSHIP

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

That Gordon Malligan be elected to Life membership of Campsie RSL Sub Branch Club Limited.

Notes to Members on Resolution

1. The Resolution, if passed, will elect member Gordon Malligan (#2673) to Life membership of the Club.
2. The proposal for Mr Malligan to be elected to Life membership was proposed by Gordon Brian and Robert Webb. The proposal was considered by the Board and the Board unanimously approved the nomination. The nomination now proceeds to be considered at the Annual General Meeting.

Dated: 30th March 2021
By direction of the Board



Craig Love
CEO / Secretary