

CITY OF SYDNEY RSL AND COMMUNITY CLUB LIMITED
NOTICE OF ANNUAL GENERAL MEETING, SPECIAL RESOLUTION AND ORDINARY RESOLUTION

Notice is hereby given that the 73rd **ANNUAL GENERAL MEETING OF CITY OF SYDNEY RSL AND COMMUNITY CLUB LIMITED** will be held on **Sunday 9 May 2021** at the hour of **11 am** in the premises of the Club Level 3, 565 George Street Sydney NSW.

BUSINESS

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

- (a) to confirm the minutes of the previous Annual General Meeting;
- (b) to receive and consider a report from the President
- (c) to receive and consider the Statement of Comprehensive Income and Statement of Financial Position and the report of the Auditor for the year ended 31 December 2020;
- (d) to consider and if thought fit pass the Special Resolution contained in this notice.
- (e) to consider and if thought fit pass Ordinary Resolution for approval of Directors expenditure.

ALL MEMBERS ATTENDING THIS MEETING MUST PRODUCE THEIR CURRENT MEMBERSHIP CARD

- 2. 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.
 - 3. To be passed, an Ordinary Resolution must receive votes in favour from a majority (50% plus 1) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
 - 4. Only:
 - (a) Life members;
 - (b) Permanent members; and
 - (c) financial Club members and financial Social members who have been members of the Club for at least five (5) consecutive years since their last election to membership;are entitled to attend the meeting and vote on the Resolutions.
 - 5. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
 - 6. 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.
 - 7. The Board of the Club recommends the Resolutions to members.
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NOTE TO MEMBERS – QUESTIONS FOR THE MEETING

Members are requested to advise the Chief Executive Officer, in writing, seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Report on which further information may be required. Such information, if available, will be extracted from the records and will be available at the Annual General Meeting.

SPECIAL RESOLUTION

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

That the Constitution of City of Sydney RSL and Community Club Limited be amended by:

- (a) **inserting** the following new definition into Rule 2(a):

“Code” means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.”

- (b) **inserting** the following new Rule 27A:

“The Chief Executive Officer or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the club.”

- (c) **inserting** the following new Rule 30(e)(iv) and renumbering the other provisions of Rule 30 accordingly:

“the email address of the applicant;”.

- (d) **deleting** the subheading and Rule 37 and **inserting** the following new subheading and Rule 37:

“NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS

37. Every member must advise the Chief Executive Officer of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.”

- (e) **inserting** the following new Rule 39(c1):

“Unless a court or tribunal determines otherwise, disciplinary proceedings (including without limitation, the outcome of disciplinary proceedings) shall not be invalidated or voided if the procedure set out in this Rule 39 is not strictly complied with.”

- (f) **inserting** into Rule 39(d)(v) after the words “the Chief Executive Officer” the words “or the senior employee then on duty”.

- (g) **deleting** Rules 39(h)(i) and (ii) and **inserting** the following new Rules 39(h)(i) and (ii):

“(i) remain within 50 metres from any point on the boundary of the Club’s premises; or

(ii) re-enter any space which is within 50 metres from any point on the boundary of the Club’s premises within six (6) hours of being refused admission or being turned out.”

- (h) **deleting** from Rules 44(b) and (c) “clause 23A” in its place inserting “clause 31”.

- (i) **deleting** Rule 44(e) and **inserting** the following new Rule:

A member who is a licensee of a hotel licence or who holds a financial interest in a hotel licence is not eligible to be elected or appointed to the Board.

- (j) **inserting** the following new Rule 60B:

“In addition to Rule 60, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that

effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.”

(k) **inserting** the following new Rule 64G:

“TRAINING DISCLOSURES

64G *The Club must make available to members:*

- (a) *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*
- (b) *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.*
- (c) *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.”*

(l) **inserting** the following new sub-heading and Rule 80A:

“CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

80A *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 64A will not operate in relation to a meeting called pursuant to a request or requisition of members.”*

(m) **inserting** the following new sub-heading and Rule 80B:

“USE OF TECHNOLOGY FOR GENERAL MEETINGS

80B *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.”*

(n) **inserting** the following new sub-heading and Rule 80C:

“WITHDRAWAL OF RESOLUTIONS

80C *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.”*

(o) **deleting** Rules 95 to 96A inclusive and **inserting** the following new Rules 95 to 96A:

95 *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) nominated by the member; or*
- (d) *by notifying the member in accordance with Rule 95A (in the case of notices of general meetings (including Annual General Meetings) only).*

95A *If a member nominates:*

- (a) *an electronic means (nominated notification means) by which the member may be notified that notices of general meetings are available and*
- (b) *an electronic means (nominated access means) the member may use to access the notice of meeting;*

the Club may give the member notice of a meeting by notifying the member using the nominated notification means that:

(c) *the notice of meeting is available; and*

(d) *how the member may use the nominated access means to access the notice of meeting.*

95B *Where a notice is sent by post to a member in accordance with Rule 95 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.*

95C *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.*

96 *Notwithstanding any of the provisions of this Constitution, the Club may give notice of a meeting in accordance with Rule 95A(c) and (d), even if a member has not nominated a nominated notification means or nominated access means, if the Club is permitted to do so under the Act.*

96A *Where a notice of general meeting (including an Annual General Meeting) is sent to a member in accordance with Rule 96, 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.”*

Notes to Members on First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with the *Corporations Act*, *Gaming Machines Act*, *Liquor Act* and *Registered Clubs Act*.
2. **Paragraph (a)** inserts a definition of the *Registered Clubs Accountability Code*.
3. **Paragraph (b)** clarifies that Provisional membership can be cancelled at any time by the Chief Executive Officer or the senior employee then on duty, at their discretion.
4. **Paragraphs (c) and (d)** amend the existing requirements for membership applications to include the applicant's email address to enable the Club to contact members electronically. They also clarify that members are required to update the Chief Executive Officer of any change to their contact details.
5. **Paragraph (e)** clarifies that if the Club's procedure for disciplinary proceedings is not strictly complied with, the proceedings are not invalidated or voided simply due to any slight non-compliance.
6. **Paragraph (f)** clarifies that if a senior employee on duty suspects that someone is using or has in their possession a prohibited drug or a prohibited plant, they can remove that person from the Club's premises.
7. **Paragraph (g)** clarifies that any person who has been denied entry or removed from the premises of the Club must not remain in or enter the Club's vicinity in accordance with the *Liquor Act*.
8. **Paragraph (h)** updates a reference to the *Registered Clubs Act*.
9. **Paragraph (i)** prohibits hotel licensees or members with a financial interest in a hotel from becoming a director. The Club is prohibited from holding a hotel licence or acquiring a financial interest in a hotel.
10. **Paragraph (j)** clarifies that a Board resolution can be passed by way of email. This is permitted by the *Corporations Act*.
11. **Paragraph (k)** clarifies that the Club must make available to members the details of the completed mandatory Director training, as required by the *Registered Clubs Accountability Code*.
12. **Paragraphs (l), (m) and (n)** 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*.

13. **Paragraph (o)** updates 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.

ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club until the next Annual General Meeting of the Club for the following activities of Directors and advisory Committee Members:
- (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting;
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (iii) Reasonable expenses incurred by the Directors in relation to such other duties to the Club, including entertainment of special guests, whether or not they be members of the Club, and other promotional activities performed by Directors and advisory Committee Members, which activities and the expenses therefore are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
 - (iv) Reasonable expenses incurred for Directors' uniforms and associated apparel as may be necessary for current and new Directors and advisory Committee Members.
 - (v) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to Directors and advisory Committee Members in respect of their duties as Directors of the Club
 - (vi) The reasonable cost of Directors attending the Clubs NSW Annual General Meeting;
 - (vii) The reasonable cost of the Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 - (viii) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation, providing such attendances are approved by the Board as being necessary for the betterment of the Club;
 - (ix) The reasonable cost of Directors and their partners, attending any community or charity function as the representatives of the Club and authorised by the Board to do so;
 - (x) The bar in the Club Boardroom being available for Directors to entertain guests of the Club in the Boardroom and that all reasonable drinks and refreshments in the Boardroom be at the expense of the Club.
 - (xi) The costs of Directors entertaining up to three (3) guests whilst on duty at the Club, whether or not they be members of the Club. Such entertaining is to be reasonable and limited to meals, drinks and internal shows
 - (xii) The costs of the Club providing to the President of the Club a mobile phone and the Club paying for all costs of such phone.
 - (xiii) The costs of the Club reimbursing the Vice President's mobile phone expenses incurred on Club matters and approved for payment by the Board.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors and advisory Committee Members of the Club.

NOTES TO MEMBERS ON ORDINARY RESOLUTION

1. The Ordinary Resolution is to have the members in General Meeting expenditure by the Club in relation to:

- (a) duties performed by the Club's Directors and advisory Committee Members.
 - (b) Directors attending seminars, lectures, trade displays and other similar events, including the Clubs NSW Annual General Meeting, and visiting other clubs, to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
 - (c) the entertainment of guests of the Club by Directors in the Club Boardroom at the expense of the Club.
 - (d) the entertainment of up to three guests by a Director whilst on duty at the Club.
 - (e) the Club providing a mobile phone to the President of the Club and paying all costs for that phone.
 - (f) reimbursing the Vice President's mobile phone expenses incurred on Club matters.
2. To be passed, the Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members who, being entitled to do so, vote in person at the meeting.
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Dated 25 February 2021

By Order of the Board

A handwritten signature in black ink, appearing to read 'D.J. O'Dwyer'. The signature is stylized with large, flowing loops and a cursive style.

D.J. O'Dwyer – Chief Executive Officer