

Notice is hereby given that the 74TH **ANNUAL GENERAL MEETING OF CITY OF SYDNEY RSL AND COMMUNITY CLUB LIMITED** will be held on **Sunday 15 May 2022** at the hour of **11:30 am** in the premises of the Club Level 3, 565 George Street Sydney NSW.

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## **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 2021.
- (d) To confirm the auditors Pitcher Partners Newcastle for 2022 who merged with our current auditors DFK Crosbie
- (e) To conduct the election of the Board for the next 2-year term comprising a President, Vice-President and four (4) Directors for the next two years.
- (f) To consider and if fit pass the Special Resolution to amend the Club's Constitution contained in this notice.
- (g) To consider and if thought pass resolutions to confer Life membership contained in this notice on the following members
  - (i) William Hayes-Williams (Badge no.1)  
Proposed by Mervyn Crutchley (Badge No.3); seconded by David Carlson (Badge No.8)
  - (ii) Frank Mulligan (Badge No.2)  
Proposed by Paul Biscoe (Badge No. 4); seconded by Michael Segreto (Badge No.7)
- (h) To consider and if thought fit pass the Ordinary Resolution for the approval of Directors expenditure contained in this notice.

### **ALL MEMBERS ATTENDING THIS MEETING MUST PRODUCE THEIR MEMBERSHIP CARD**

**The Club's annual financial report will be published on the Club's website at least 21 days before the date of the meeting. Members can also request a copy from the office.**

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### **NOTE TO MEMBERS - ELECTION OF THE BOARD AND VOTING AT THE MEETING**

Nominations for election to the Board must be delivered to the Chief Executive Officer by 4pm 28<sup>th</sup> April 2022.

If required, the draw to determine the order of the names of candidates on the ballot paper will be held at 10:30am on Thursday 5<sup>th</sup> May 2022 at the Club's administrative offices on level 3.

The Registered Clubs Act does not permit proxy voting and therefore members must personally attend the Annual General Meeting to cast their vote in the election of the Board and to vote on any other matter considered at the meeting.

A member is not entitled to attend or vote at the Annual General Meeting of the Club, nominate persons for election to the Board of the Club, vote in the election of the Board, or be elected or appointed to the Board if they are suspended, unfinancial or have not been a member of the Club for at least five (5) consecutive years since their last election to membership.

### **NOTE TO MEMBERS- QUESTIONS FOR THE MEETING**

Members are requested to advise the Chief Executive Officer, in writing, seven days (7) days prior to the date of the Annual General Meeting of any questions relating to the Financial Report. This is to allow the Club to obtain information from the Club's records to provide an answer at the Annual General Meeting. If you do not provide your question to the Club prior to the Annual General Meeting, it may not be possible to answer your question at the meeting.

### PROCEDURAL NOTES TO MEMBERS ON THE RESOLUTIONS

1. To be passed, a Special resolution must receive votes in favour of at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. To be passed, a resolution to confer Life membership must receive votes in favour of at least two thirds (2/3) of those members who, being eligible to do so, vote in person on the resolution at the meeting.
3. To be passed, an ordinary resolution must receive votes in favour a majority at least (50% plus) of those members who, being eligible to do so, vote in person on the 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 membershipAre 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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### **SPECIAL RESOLUTION**

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

- (a) **deleting** from Rule 30(e)(v) and in its place **inserting** the word "*Deleted*".
- (b) **deleting** from Rule 31B the words "*and address*"
- (c) **deleting** from Rule 34 the words "*the annual subscription shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act and not*" and in their place inserting the words "*if the Board determines to impose an annual subscription, it shall not be.*"
- (d) **deleting** from Rule 35(a) the words "*provided that it not be less than \$2.00 or such other minimum prescribed under the Registered Clubs Act.*".
- (e) **deleting** from Rule 38(a) the words "*occupation and*".
- (f) Inserting the following new Rule 40(c)"

*Any member who does not renew their membership one month from that due date for renewal of their membership shall be refused from all privileges of membership and shall cease to be a member of the Club and a notation shall be made to that effect against his name in the register of members of the Club.*

- (g) **deleting** from Rule 54(a) the words, “*but at least once in each calendar month for the transaction of business*” and **inserting** the words, “*but at least each quarter for the transaction of business, where quarter means a period of three (3) months ending on 31 March, 30 June, 30 September or 31 December in each year*”.
- (h) **deleting** from Rule 69 the words “*at such time and place as may be determined by the Board but*”
- (i) **inserting** at the end of Rule 69 the words:
- The Board shall determine when, where and how all general meetings of the Club will be held provided that the time of the meeting is reasonable and such meetings may be held:*
- (a) *at one or more physical venues;*
- (b) *at one or more physical venues and using virtual meeting technology; or*
- (c) *using virtual meeting technology.*
- (j) **deleting** from Rule 71(b)(iii) the full stop and in its place **inserting** a semicolon and the word “*and*”;
- (k) **inserting** the following new Rule 71(b)(iv):
- “(iv) If the general meeting is to be held with technology, information on how members can participate in the meeting by technology.”*
- (l) **inserting** the following new Rule 74
- “If virtual meeting technology is used to hold a general meeting, the technology must give the persons entitled to attend the meeting, as a whole, the reasonable opportunity to participate without being physically present in the same place.*
- (b) *All members participating in such a meeting are taken for all purposes to be present in person at the meeting while so participating.”*
- (m) **inserting** in 76(a) after the word “*members*” the words “*including members participating remotely by way of technology*”.
- (n) **inserting** at the beginning of Rule 77(a) “*Subject to Rule 77(e)*”;
- (o) **inserting** the following new Rule 77(e):
- “If a general meeting is being conducted exclusively or partly through the use of technology, every resolution submitted to such a meeting shall be decided by a poll.”*
- (p) **inserting** at the start of Rule 94(a) the words “*Subject to Rule 94(d)*”.
- (q) **inserting** at the start of Rule 94(a) the words “*Subject to Rule 94(d)*”.
- (r) **inserting** the following new 94(d):
- A director or the secretary may sign a document pursuant to Article 57 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf of the Club can sign different copies of the document and/ or use different methods to sign the document..*
- (s) **deleting** Rules 95 to 96A 64 and **inserting** the following new Rules :
- “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 by any electronic means; or*

- (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*
- 95A *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.*
- 95B *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.*
- 95C *Where a member is notified of a notice in accordance with Rule 95(d), the notice is taken to have been received on the day following that on which the notification was sent.”*
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### **Notes to Members on Special Resolution**

1. **Paragraphs (a) and (e)** delete the requirement that the occupation of members be stated on the application form and the register of members. This is no longer required by the Act.
  2. **Paragraph (b)** will delete from the requirement to display the addresses of applicants for membership. This was a requirement of the Registered Clubs Act, but it has now been removed.
  3. **Paragraphs (c), (d) and (f)** amend the Constitution in relation to annual subscriptions. The Act now does not contain a minimum subscription.
  4. **Paragraph (g)** removes the requirement for monthly board meetings. The Registered Clubs Act now provides that boards must meet at least quarterly. The Board will generally still meet monthly. However, the amendment is proposed to avoid the need for a meeting if there is no substantive business to transact.
  5. **Paragraphs (h) and (o)** insert new rules into the Articles of Association to allow for virtual Annual General Meetings
  6. Over the last 2 years, there have been various legal instruments and changes to the substantive Corporations Act to allow for virtual and hybrid meetings of companies.
  7. The proposed amendments in these paragraphs of the Special Resolution will amend the Articles of Association to allow for this in the future.
  8. **Paragraphs (p) to (r)** update the rules in relation to the Club signing documents, to make it easier for the Club to execute documents electronically.
  9. **Paragraph (s)** amends the rules in relation to sending notices of meetings and other notices to members to make greater use of technology and reflect current provisions of the Corporations Act.
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### **RESOLUTION FOR LIFE MEMBERSHIP**

That William Hayes-Williams be elected to Life Membership of the City of Sydney RSL and Community Club Limited

### **RESOLUTION FOR LIFE MEMBERSHIP**

That member Frank Mulligan be elected to Life Membership of City of Sydney RSL and Community Club Ltd.

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## NOTES TO MEMBERS ON RESOLUTIONS FOR LIFE MEMBERSHIP ORDINARY RESOLUTION

1. The resolutions proposed to confer Life Membership on two members, Mr William Hayes-Williams and Mr Frank Mulligan.
2. The resolutions need to be considered and will be voted upon separately.
3. Under the Club's Constitution, a resolution for life membership can only be considered at the meeting if the nomination has been moved by one and seconded by another Life or Ordinary member and the nomination has been sent to the Board for approval.
4. The nominations for Life Membership for Mr Hayes-Williams and Mr Mulligan were submitted by the members stated in the Agenda in this Notice and were then forwarded to the Board.
5. Following this, the Board unanimously approved the nominations and resolved that they be submitted to the Annual General Meeting to be considered by the members.

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## 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.

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#### 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.

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Dated 18<sup>th</sup> March 2022

By Order of the Board



D.J. O'Dwyer

**Chief Executive Officer**