



Notice of Annual General Meeting 2018

NOTICE IS GIVEN that the Annual General Meeting of Riverwood Legion and Community Club Limited ACN 000 411 923 (the "Club") will be held in the Club's premises at 32-34 Littleton Street Riverwood New South Wales at 11am on Sunday 8th April 2018

Business

A) Apologies

B) To receive and confirm the Minutes of the Annual General Meeting held 9th April 2017

C) To receive and consider the Financial Report and the Auditors Report for year ending

31st December 2017

D) To receive and consider the Directors Report for the year ending 31st December 2017

E) To receive the President's Report & Chief Executive Officer's Report

F) To consider and, if thought fit, to pass each Ordinary Resolution

G) To consider and, if thought fit, to pass each Special Resolution numbered 1 to 4, each of which will be proposed as a Special Resolution under the Club's Constitution and the Corporations Act 2001

H) Any resolution of which notice in writing has been received by the Chief Executive Officer prior to 15th February 2018

I) Declaration of the Board election for 2018

J) Presentation of Awards (if any)

ORDINARY RESOLUTION 1

That pursuant to Section 10 (6) (b) of the Registered Clubs Act 1976, the Members hereby approve the payment of an honorarium to the President of the Club in the sum of \$4000,

in respect of his services as President of the Club until the next Annual General Meeting of the Club.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the President of the Club.

ORDINARY RESOLUTION 2

That pursuant to Section 10 (6) (b) of the Registered Clubs Act 1976 the Members hereby approve the payment of honoraria to the Directors of the Club (excluding the President) in the sum of \$3000 to each Director, in respect of each Director's services on the Board of Directors of the Club until the next Annual General Meeting of the Club.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the Directors of the Club.

ORDINARY RESOLUTION 3

That pursuant to the Registered Clubs Act 1976 the Members hereby approve the following expenditure by the Club and provision of the following benefits until the next Annual General Meeting of the Club:

- a. The reasonable costs of members of the Board attending the Registered Clubs Association (ClubsNSW) Annual General Meeting and other ClubsNSW meetings;
- b. The reasonable costs of members of the Board attending meetings of other Associations of which the Club is a member;
- c. The reasonable costs of members of the Board attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time, provided that such expenditure shall not reflect the reimbursement of any expenses incurred by members of the Board during free time or extraneous activities at such events;
- d. The reasonable costs of members of the Board attending other clubs and hospitality venues for the purpose of observing their facilities and methods of operation;



- e. The attendance of members of the Board at functions (including, but not limited to, industry events, community events, charity events, and sporting events) with spouses or partners where such attendances are required by the Club and such members of the Board and their spouses or partners are representing the Club;
- f. The provision of Club uniforms as decided by the Board from time to time, with such uniforms being in keeping with the image of the Club in the community;
- g. The holding of an Annual Fellowship Dinner for prominent citizens, local dignitaries, the nominees of local charities and service organisations by the Board or committees of the Board at which members of the Board and their spouses or partners are present;
- h. The provision of car parking spaces for members of the Board, the Secretary and other management staff whilst engaged on Club related activities,
- c. The reimbursement of reasonable expenses incurred by members of the Board traveling by private or public transport to and from meetings of the Board 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;
- d. The cost of a meal for each member of the Board or committee member at a reasonable time before or after a meeting of the Board or committee meeting on the day of that meeting;
- e. The reasonable expenses incurred by members of the Board 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.

The details of these expenses will be itemised and authorised at each relevant meeting of the Board and included in the financial reports of the Club as required,

PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a)-(h) does not exceed \$50,000 plus GST.

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The members acknowledge that the benefits set out above are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated persons as may be co-opted to be involved in such activities from time to time.

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ORDINARY RESOLUTION 4

That pursuant to the Registered Clubs Act 1976 the Members hereby approve the following expenditure by the Club and provision of the following benefits until the next Annual General Meeting of the Club:

- a. Expenses involved in sponsorship of sections of the Club, annual picnic expenses, annual community leaders dinner expenses, presentations to members or other persons acknowledging services deemed by the Board to be of benefit to the Club or the community;
- b. The provision of reasonable meals at meetings of the Board, sub-committee meetings of the Board and sub-committee meetings of members;

Notes to Members regarding the Ordinary Resolutions

1. Each Ordinary Resolution will be passed only if a simple majority of the members present and voting, vote in favour of the resolution.
2. The members entitled to vote on the Ordinary Resolutions are Life Members and financial Ex-Service and financial Associate Members.
3. Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.
4. Members will be given a reasonable opportunity to speak and ask questions about each Ordinary Resolution.



SPECIAL RESOLUTION 1

That the Constitution of Riverwood Legion and Community Club Limited ACN 000 411 923 ("Club") in the form presented to the Annual General Meeting and signed by the Chairman of the meeting for the purpose of identification, be adopted as the Club's new Constitution in substitution for and in replacement of the Club's existing Constitution.

Explanatory Notes to Special Resolution 1

1. If this Special Resolution is passed, then the existing Constitution of the Club will be replaced in its entirety by a new Constitution.
2. A copy of the proposed new Constitution which will be presented to the members at the Annual General Meeting for approval is available for members from the CEO on request in hard copy or by email.
3. Information session for members to review and consider the proposed new Constitution prior to the Annual General Meeting will be held at 6pm on 26th March, 2018.
4. The main purpose of the new Constitution is to update the Club's rules to reflect current law applicable to registered clubs and the Club's operations, in a more modern form of document.
5. **The Board encourages members to read the proposed new Constitution carefully before the meeting and attend the Annual General Meeting to vote on this important resolution for our Club.**
6. Not all changes are listed in this notice as some are of a more administrative nature, however, some significant changes include:

Objects

- a. The Club's objects have been updated and stated in simpler language.
- b. Ex-Service Members are advised that there is no change proposed to the objects relating to the Legion in rule 11 of the Club's current Constitution, which are replicated in the new rule 4.2 of the new Constitution. Cross references to the relevant rule numbers have been updated.

Membership

- c. If a member does not pay their subscription or any other money owed to the Club by the due

date then they will immediately become unfinancial and will be unable to exercise their rights and privileges of financial membership until the amount is paid.

- d. If they fail to pay within 1 month after the due date, then they will immediately cease to be a member without further notice (unless the Board specifically determines that they may have a longer time to pay).
- e. Members will also cease to hold membership if they die or resign.
- f. Amendments are included so that if the Club receives notice from the Legion that an Ex-Service member has ceased to hold their membership of the Legion, then the member can apply to transfer to another class of membership in writing. Otherwise, the member will cease to hold membership of the Club, as they would under the current Constitution.

The Board and Elections

- g. The Board can now appoint up to 2 eligible members as Club Directors in addition to the Directors elected by the members, in accordance with the *Registered Clubs Act 1976 (Registered Clubs Act)*. However, the Board cannot at any time exceed a maximum of 9 Directors, therefore, this option will be more relevant to the Club if Special Resolution 2 is passed, and members are referred to the notes on Special Resolution 2 below.
- h. This option is intended to enable the Board to draw on extra skills, expertise or contributions that individuals who are not elected to the Board can make (e.g. for a special project). This is different to filling casual vacancies on the Board, and the following requirements will apply:
 - i. A person can only be appointed once under these new Rules, and, only for a term of up to 3 years. After their term expires, they cannot be re-appointed under the Registered Clubs Act, though they may be elected by the members at a subsequent Board election.



- ii. A notice must be placed on the noticeboard and website explaining the reasons for the person's appointment, the person's relevant skills/qualifications, and, any honoraria to be paid to the person (as approved by the members).
 - i. In Board elections, the Returning Officer will now have the power to determine whether a member is eligible to stand for election and vote, applying the rights of the members as set out in the Constitution. The Returning Officer also will have the power to determine whether a member's vote has been validly cast.
 - j. The grounds on which members will be ineligible to hold office on the Board, will be updated. In addition to the existing restrictions, a member will be ineligible to hold office if the member:
 - i. was a director of another registered club at the time the Independent Liquor and Gaming Authority (**Authority**) appointed an administrator to that club pursuant to section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years;
 - ii. has been removed from office as a director or secretary of any other registered club by the Authority, at any time within the last 6 years;
 - iii. has been disqualified from holding a liquor licence or being the manager of liquor licensed premises, at any time within the last 6 years;
 - iv. has been declared ineligible by the Authority to stand for election or to hold office in the position of secretary or director of any other registered club, at any time within the last 6 years;
 - k. The restrictions in paragraph j. above will not prevent a person being elected or appointed to the Board if the relevant disqualification or conviction is overturned on appeal.
 - l. The circumstances in which casual vacancies on the Board arise have been updated as well, and now include similar provisions.
- ### General Meetings and Annual General Meetings
- m. The rules for calling of General Meetings have been expressed in a simpler format.
 - n. The Board will have new powers to cancel or postpone General Meetings. For example, if a special General Meeting is called to deal with a particular issue which is then resolved before the date of the meeting, then the meeting may be cancelled to avoid inconvenience to the members. The Annual General Meeting must still be held after the end of each financial year.
 - o. If a special General Meeting is called at the request of only a certain group of members who then want to cancel the meeting, then the Club believes it is fair that those members should pay the costs of cancellation as the meeting was only called at their request.
 - p. A challenge by a member to another member's right to vote can now only be made at the relevant General Meeting or Annual General Meeting, and will be determined by the Chairman of the meeting whose decision is final.
 - q. The option for giving Notices of General Meeting to members by fax has been deleted. No member asks the Club to serve Notices by fax. However, members will still have the option to elect to receive Notices by post or electronically and can update their preferred method by written notice to the Club at any time.
 - r. Members who have nominated an electronic method for being given Notices of General Meeting will now be required to keep their contact details up to date and notify the Club of any changes, just as members are already required to do with their address.



Restrictions on political support

- s. Rule 105 of the current Constitution states that the Club and Board must not pledge ongoing support or adhere to or actively assist any political person or party, or any religious organisation or creed. This does not apply to the extent any political person or party is involved in activities prejudicial to the welfare or best interests of the Club or the industry, in which case the Board can combat those activities.
- t. The new rule 25(b) in the new Constitution also proposes that nothing would prevent the Club from assisting or supporting any such person or organisation in relation to any activity they may lawfully undertake for the benefit of the Club or for any educational, charitable, cultural, sporting or community benefit or purpose.
- u. This amendment is proposed because some political person or parties and religious organisations or creeds, will support or carry on activities which are of real benefit to the Club or the community, such as charitable or educational activities. It is proposed to clarify that the Club would be able to support those activities. The Board considers this will assist the Club to provide valuable community support, especially where the activities would be eligible to receive ClubGrants funding. It is not intended that the Club would support any political person or organisation, or any religious organisation or creed, for any other purpose than as listed in the new rule 25(b).

SPECIAL RESOLUTION 2

That the Constitution of Riverwood Legion and Community Club Limited ACN 000 411 923 be amended by deleting Rule 15.1 and replacing it with the following new Rule 15.1:

"15.1 The Board

- (a) Up until the conclusion of the Annual General Meeting in 2020 the Board shall consist of 9 members, being the President, Senior Vice President, Vice President and 6 other Directors.
- (b) Subject to Rule 15.3(b)(xii), on and from the conclusion of the Annual General Meeting in

2020 the Board shall consist of 7 members, being the President, Senior Vice President, Vice President and 4 other Directors."

Explanatory Notes to Special Resolution 2

1. This Special Resolution amends the Constitution to reduce the Board from 9 elected Directors to 7 elected Directors from the Board election in 2020. This change would not affect the Board elected in 2018.
2. The maximum number of Directors permitted to be on the Board under the Registered Clubs Act is 9 Directors. The Board has reviewed its role and considers that a Board of 7 Directors will generally be most appropriate and efficient given the Club's operations. This would allow an additional 2 Directors to be appointed under the Registered Clubs Act if considered necessary by the Board, for example, if they have particular skills that would be relevant to a future project. Members are referred to the notes in paragraphs g. and h. for Special Resolution 1 above.
3. This Special Resolution will only be put to the meeting if Special Resolution 1 is passed, as it refers to the relevant rule under the new Constitution proposed in Special Resolution 1.

SPECIAL RESOLUTION 3

That the Constitution of Riverwood Legion and Community Club Limited ACN 000 411 923 be amended by deleting Rule 4.1(w) in its entirety.

Explanatory Notes to Special Resolution 3

1. This Special Resolution amends the Constitution to delete one of the objects which states that the Club may "*sell, dispose of or transfer the property or undertaking of the Club or any part thereof for any consideration the Club may see fit to accept, provided that the whole of the property and undertaking shall not be sold or disposed of except with the consent in General Meeting of three-fourths of the total membership*".
2. The Board considers that in practical terms it would be unachievable to obtain a vote of $\frac{3}{4}$ of the Club's total membership at a General Meeting, as this would presently be approximately 11,250 members and a General Meeting has not been attended in such numbers in recent history.



3. Further, the Board considers that the members already have adequate rights to vote in relation to the kinds of circumstances where the Club might dispose of the whole of its property or undertaking.
4. For example, if the Club were to dispose of the whole of its property that would include 'core property' as defined by 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.

5. Core property cannot be disposed of (by sale, 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* which may be viewed by members at this link <https://www.legislation.nsw.gov.au/#/view/regulation/2015/479/part5/sec23> or obtained on request to the CEO.
6. If the Club were to dispose of the whole of its undertaking, that would most likely be in an amalgamation with another registered club. An amalgamation must first be approved by ordinary resolution of the ordinary members of the Club in General

Meeting before it can proceed under Part 2 Division 1A of the Registered Clubs Act.

7. Should the Club ever be wound up or liquidated, then this would be governed by the *Corporations Act 2001*.
8. The Board considers that any resolutions should be passed by the relevant majority (either by ordinary or special resolution as required in the specific circumstances) of those members who decide to attend and vote at the relevant General Meeting, rather than requiring a percentage of the Club's total membership to vote which may be unachievable.
9. This Special Resolution will only be put to the meeting if Special Resolution 1 is passed, as it refers to the relevant rule under the new Constitution proposed in Special Resolution 1.

SPECIAL RESOLUTION 4

That the Constitution of Riverwood Legion and Community Club Limited ACN 000 411 923 be amended by deleting Rule 20.5(h) in its entirety.

Explanatory Notes to Special Resolution 4

1. This Special Resolution amends the Constitution to delete a provision allowing an individual member "*who wishes to bring before an Annual General Meeting any business not relating to the ordinary business of the meeting must give notice in writing to the Secretary not later than the fifteenth day of February in each year*".
2. If this Special Resolution is passed, it does not prevent a member from requesting the Board to add a matter to the business for the Annual General Meeting or a General Meeting. However this would be at the discretion of the Board to determine whether it is an appropriate matter to be put to the members. If the Board decides it is not, then the member can still seek support from other members to have it added to the business for the relevant meeting as noted in point 3 below.
3. Under the Corporations Act members with at least 5% of the votes which may be cast at a General Meeting or 100 members (whichever is less) can require business to be brought before the Annual General Meeting or a General Meeting by following the procedure under that Act. The Board considers that this is a more appropriate process, as



it ensures that there is at least a reasonable level of support for a matter amongst the membership before it is added to the business for a meeting, rather than allowing an individual member to place business before the meeting which may not have any support among the rest of the membership and may cause inconvenience to the members.

BY ORDER OF THE BOARD

Stuart Jamieson ACCM

Chief Executive Officer

26th February 2018

4. This Special Resolution will only be put to the meeting if Special Resolution 1 is passed, as it refers to the relevant rule under the new Constitution proposed in Special Resolution 1.

Notes to Members regarding the Special Resolutions

1. A Special Resolution will be passed only if a three quarters majority of the members present and voting, vote in favour of the resolution.
2. The members entitled to vote on the Special Resolutions are Life Members and financial Ex-Service and financial Associate Members.
3. Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.
4. Members will be given a reasonable opportunity to speak and ask questions about the Special Resolutions.
5. A member may obtain a copy of the Club's current Constitution from the Club's office on request.
6. Each Special Resolution must be considered as a whole and the substance of the resolution cannot be amended by motions from the floor of the meeting.

Please direct any questions about the business to be conducted at the Annual General Meeting to the Chief Executive Officer by 5:00pm on Monday 2nd April 2018 to assist with preparation of answers.

Registration for attendance at the Annual General Meeting will open at 10.30am on Sunday 8th April 2018 and members are requested to register and be in attendance for the start of the meeting at 11am. Members are requested to ensure that they have their current membership card or other form of identification available to assist in the registration process.