



Notice of Annual General Meeting 2023

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 7.00pm on Monday 17th April 2023.

BUSINESS

- A. To receive and confirm the Minutes of the Annual General Meeting held 11th April 2022**
- B. To receive and consider the Financial Report and the Auditors Report for year ending 31st December 2022**
- C. To receive and consider the Directors Report for the year ending 31st December 2022**
- D. To receive the President's Report**
- E. To consider and, if thought fit, to pass each Ordinary Resolution**
- F. To consider and, if thought fit, to pass each Special Resolution**
- G. Presentation of Awards (if any)**
- H. Notice of any expression of interest for amalgamation, or unsolicited merger offer, received in the previous 12 months in accordance with the *Registered Clubs Regulation 2015* (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 \$8000, 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 honorarium to the Vice-President of the Club (excluding the President) in the sum of \$7000 to each Vice President, in respect of each of the Vice President'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 Vice President/s of the Club.

ORDINARY RESOLUTION 3

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 \$6000 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.



Notice of Annual General Meeting 2023

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

The members acknowledge that the benefits set out above are not available to members generally, but only to those who are 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.

ORDINARY RESOLUTION 5

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 leader's 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



Notice of Annual General Meeting 2023

sub-committee meetings of members;

- 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 itemized and authorized 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)-(e) does not exceed \$50,000 plus GST.

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

Notes to Members regarding the Ordinary Resolutions

1. Under the *Registered Clubs Act 1976* (**Registered Clubs Act**) benefits can only be provided by the Club for Directors and other members, that are not offered equally to all Full Members of the Club, if those benefits are duly approved by ordinary resolution of the eligible members present and voting at the meeting.
2. Each Ordinary Resolution will be passed only if a simple majority of the members present and voting, vote in favour of the resolution.
3. The members entitled to vote on the Ordinary Resolutions are Life Members and financial Ex-Service and financial Associate Members.
4. Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.
5. Members will be given a reasonable opportunity to speak and ask questions about each Ordinary Resolution.



Notice of Annual General Meeting 2023

SPECIAL RESOLUTION 1

That the Constitution of Riverwood Legion and Community Club Limited be amended by deleting the words "and address" in existing Rule 7.4(c), so that new Rule 7.4(c) reads as follows:

"7.4 (c) *As soon as practicable after the Secretary receives an application for Ordinary membership in accordance with this constitution, the Secretary will cause the name of the candidate to be displayed on the Club notice board or in some other conspicuous place in the Licensed Premises for a continuous period of not less than 1 week before the election of the candidate as a member of the Club. An interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.*"

Explanatory Notes – Special Resolution 1

- 1 The Registered Clubs Act previously required the Club secretary (i.e. Chief Executive Officer) to display both the name and address of each candidate for the Club's Ordinary membership class in a conspicuous place at the Club's premises.
- 2 The Registered Clubs Act was amended in November 2021 to remove the need to display a membership applicant's address at the Club's premises, which better maintains the applicant's privacy.
- 3 Accordingly, Special Resolution 1 is being proposed to update this Rule which provided for this old requirement. This will allow the Club to maintain consistency with these recent changes to club legislation.

SPECIAL RESOLUTION 2

That the Constitution of Riverwood Legion and Community Club Limited be amended by deleting the words "in each calendar month" in existing Rule 17.1(a) and replacing them with the words "every three (3) calendar months" so that the new Rule 17.1(a) reads as follows:

"17.1 (a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit. The Board must meet at least once every three (3) calendar months and minutes of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.

Explanatory Notes – Special Resolution 2

- 1 Existing Rule 17.1(a) of the Constitution requires the Board to meet at least once a month for the purposes of deliberating on matters relating to the Club's business and affairs. This reflects the requirements under the Registered Clubs Act *prior* to it being amended in November 2021.
- 2 The amendments to the Registered Clubs Act have reduced the frequency at which club directors are required to meet. Under the amendments, the Club's Board must now meet at least once on a quarterly basis, which amounts to a minimum of 4 times per calendar year. Rule 17.1(a) is being updated by Special Resolution 3 to reflect this legislative change.
- 3 Whilst new Rule 17.1(a) imposes a minimum requirement in line with the Registered Clubs Act, it still enables the Board to meet more frequently if it so determines.



Notice of Annual General Meeting 2023

SPECIAL RESOLUTION 3

That the Constitution of Riverwood Legion and Community Club Limited be amended by:

- inserting the following new Rule 20.7:

"20.7 Technology

- (a) *Notwithstanding anything in this Constitution but subject to the Corporations Act and the Registered Clubs Act, the Club may:*
- (i) *hold a meeting (including any General Meeting) of the Club or the Board at which all or some persons can attend by electronic means, provided that any person who speaks at the meeting can be heard by other persons in attendance and that, if a General Meeting, members as a whole have a reasonable opportunity to participate in the General Meeting; and*
- (ii) *allow any member entitled to vote at meetings (including a General Meeting) of the Club or the Board to cast that vote by electronic means."*

- deleting existing Rules 23.1(c) and (d) and replacing them with the following new Rules 23.1(c) to (e):

"23.1

- (c) *by sending the notice to the electronic address recorded for that member;*
- (d) *by sending it to the member by other electronic means; or*
- (e) *by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically."*

- amending the table of contents on page (i) to account for new headings and updated page numbers.

Explanatory Notes – Special Resolution 3

- 1 The Registered Clubs Act was also amended to enable clubs to now hold meetings electronically (subject to certain requirements under the Registered Clubs Act) and allow eligible members to vote at meetings by electronic means.
- 2 This will similarly increase some efficiencies for the Club, noting that it is not required to introduce the change but the Club may choose to implement electronic voting or hold the meeting in part electronically (such as via Zoom). Whilst that would not be a preferred option for the Club's general meetings, it merely seeks to reflect that flexibility under the new legislation in its Constitution.
- 3 Rules 23.1(c) and (d) of the existing Constitution currently provide that the Club can issue notices electronically only if a member specifically nominates to receive communications electronically.
- 4 The Club can rely on the recently amended provisions in the Registered Clubs Act and the Corporations Act, which allow the electronic distribution of notices to be the Club's 'default' position regardless of what is set out in the Constitution.
- 5 Hence, Special Resolution 4 proposes to change Rule 23.1 to read consistently with this legislation.

- 6 If members choose, they can expressly elect in writing to still receive such documents in physical form. However, this is subject to the member satisfying the process under the Corporations Act.

General Notes regarding Special Resolutions

- 1 Each Special Resolution must be considered as a whole and the substance cannot be amended by motions from the floor.
- 2 To be passed, each Special Resolution must receive votes in its favour from at least a three quarters majority of those members present and voting who, being eligible to do so, vote on the Special Resolution.
- 3 Life members, financial Ex-Services members and financial Associate members are entitled to vote on each Resolution. Employees of the Club are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.
- 4 The current Constitution is available for members on request from the Club's office.

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 10th April 2023 to assist with preparation of answers.

Registration for attendance at the Annual General Meeting will open at 6.30pm on Monday 17th April 2023 and members are requested to register and be in attendance for the start of the meeting at 7.00pm. Members are requested to ensure that they have their current membership card or other form of identification available to assist in the registration process.

BY ORDER OF THE BOARD



Paul Millar

Chief Executive Officer

27 March 2023