



# NOTICE OF ANNUAL GENERAL MEETING 2024

*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 22<sup>nd</sup> April 2024.*

## **BUSINESS**

- A. To receive and confirm the Minutes of the Annual General Meeting held 17<sup>th</sup> April 2023**
- B. To receive and consider the Financial Report and the Auditors Report for year ending 31<sup>st</sup> December 2023**
- C. To receive and consider the Directors Report for the year ending 31<sup>st</sup> December 2023**
- 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).**
- I. Declaration of Board Election**
- J. General Business**

## **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.



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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. 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 sub-committee meetings of members;



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- 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.



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## SPECIAL RESOLUTION 1

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

- (a) **inserting** the following new Rule 15.2(c)(i) and renumbering the remaining sub-rules of Rule 15.2(c) accordingly, so that new Rule 15.2(c) reads as follows:

"15.2 (c) *A member is not eligible to be nominated for or elected to the Board if that member:*

*(i) has not held membership of the Club as a Life member, a financial Ex—Service member or a financial Associate member continuously for the two consecutive years immediately preceding the date determined for the Annual General Meeting in the Board election year under rule 15.3;*

*(ii) has been found guilty of a charge in disciplinary proceedings under this constitution within the period of 2 years immediately prior to the date determined for the Annual General Meeting in that Board election year under rule 15.3:*

*(iii) is a former employee of the Club whose services were terminated by the Club for misconduct;*

*(iv) is a director of another registered club;*

*(v) was a director of any other registered club at the time the Authority appointed an administrator to that registered club pursuant to section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years;*

*(vi) has at any time been convicted of an indictable offence;*

*(vii) 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;*

*(viii) has been disqualified from holding a liquor licence or being the manager of liquor licensed premises, at any time within the last 6 years; or*

*(ix) has been declared by the Authority to be ineligible 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."*

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- (b) **inserting** the sentence "The requirement of Rule 15.2(c)(i) does not apply to any person appointed to the Board pursuant to this Rule" into the end of the existing Rule 15.3(b)(xiii) so that the new Rule 15.3(b)(xiii) reads as follows:

"15.3(b) (xiii) *The Board may at any time appoint a Director pursuant to section 30(1) (b1) of the Registered Clubs Act, provided that the total number of Directors must not exceed any maximum prescribed in accordance with Section 10(1) (k1) of the Registered Clubs Act. The requirement of Rule 15.2(c)(i) does not apply to any person appointed to the Board pursuant to this Rule."*

### Explanatory Notes – Special Resolution 1

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| 1 | Paragraph (a) of Special Resolution 1 proposes a new eligibility criteria for election to the Board. The new sub-rule (i) of Rule 15.2(c) provides that a member must have been either a Life member, |
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or a financial Ex-Service member or a financial Associate member for at least two years prior to that member's election to the Board.

- 2 The Board propose to introduce the additional criteria to ensure that those members who nominate for election to the Board have at least two years' experience as a member of the Club to ensure all candidates are familiar with and committed to the membership and the operations of the Club.
- 3 Paragraph (b) of Special Resolution 1 clarifies that if the Board rely on the statutory power available under the Registered Clubs Act and set out in Rule 15.3(b)(xiii) to appoint a director to the Board, the new requirement of being a financial member for a continuous period of two years will not apply to a member appointed to the Board under this power.

## SPECIAL RESOLUTION 2

- (a) That the Constitution of Riverwood Legion and Community Club Limited be amended by **deleting** Rule 4.1(e) and renumbering the remaining Rules of Rule 4.1 accordingly.

### Explanatory Notes – Special Resolution 2

- 1 Existing Rule 4.1(e) provides for one of the General Objects of the Club and is set out below:  

“(e) To subscribe to the funds of the New South Wales Branch of the Legion, or to any charity or benevolent object, or to any other purpose approved by the members.”
- 2 As members are no doubt aware, the New South Wales Branch of the Legion has ceased to exist. Accordingly, this Rule 4.1(e) should now be properly removed from the Club's Constitution so that the General Objects of the Club remain current and accurately reflect the Club's true General Objects.

## SPECIAL RESOLUTION 3

- (a) That the Constitution of Riverwood Legion and Community Club Limited be amended by **deleting** Rule 7.3(a)(i) and **inserting** the following new Rule 7.3(a)(i).

"7.3(a) (i) *A currently serving or a formerly serving member of a defence force; and*"

- (b) **deleting** Rule 7.11(c) and renumbering the remaining sub-rules of Rule 7.11 accordingly.

### Explanatory Notes – Special Resolution 3

- 1 Paragraph (a) of Special Resolution 3 amends Rule 7.3(a) which sets out the requirements for a member to be admitted to Ex-service membership of the Club. Special Resolution 3 removes the reference to the requirement for Ex-service members to be a "*financial member of the Legion or any other Ex-serviceman or Woman*", as the Legion as identified by the Constitution no longer exists. Accordingly, the new eligibility requirements for Ex-service membership is for a person to be at least 18 years old and:



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- (a) a currently serving or formerly serving member of a defence force; and
  - (b) an Australian citizen;
  - (c) who has been duly elected to Ex-Service membership of the Club.
- 2 Paragraph (b) of Special Resolution 3 deletes a Rule that referred to a requirement for the Legion to notify the Club of unfinancial members of the Legion in order that the Club could transfer an Ex-Service member to another category of membership or to remove the Ex-Service member from membership. As the Legion does not exist, the Rule has been made redundant and should be removed.
- 3 Special Resolution 3 will bring the eligibility requirements for Ex-Service membership into line with the remainder of the Constitution by removing the redundant references to the *Legion*.

## SPECIAL RESOLUTION 4

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

- (a) **deleting** Rule 4.2(a)(i) and renumbering the remaining Rules of Rule 4.2(a) accordingly.
- (b) **deleting** from renumbered Rule 4.2(a)(i) the words "*Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women*" and **inserting** the words "*Riverwood Chapter of the Penshurst RSL Sub Branch situated at Riverwood Legion and Community Club (formerly known as the Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women)*";
- (c) **deleting** from renumbered Rule 4.2(a)(ii) the words "*Australian Legion of Ex-Servicemen and Women*" and **inserting** the words "*Riverwood Chapter of the Penshurst RSL Sub Branch situated at Riverwood Legion and Community Club (formerly known as the Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women)*";
- (d) **deleting** from Rule 4.2(b) the words "*Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women*" and **inserting** the words "*Riverwood Chapter of the Penshurst RSL Sub Branch situated at Riverwood Legion and Community Club (formerly known as the Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women)*";

so that new Rule 4.2 reads as follows:

"4.2 *Ex-service objects*

- (a) *The objects of the Club also include the following objects::*
  - (i) *To provide without charge facilities, assistance, and support to The Riverwood Chapter of the Penshurst RSL Sub Branch situated at Riverwood Legion and Community Club (formerly known as the Riverwood Sub Branch of the Australian Legion of Ex Servicemen and Women) in relation to the ceremonies, commemorations, events, and activities of the said Chapter for so long as the Chapter shall retain members who are also members of the Club.*
  - (ii) *To uphold, support, and respect the principle, spirit, and ethos of the Riverwood Chapter of the Penshurst RSL Sub Branch situated at Riverwood Legion and Community Club (formerly known as the Riverwood Sub Branch of the Australian Legion of Ex Servicemen and Women) in all aspects of the activities of the Club.*



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- (b) *This rule 4.2 shall not be amended other than by a Special Resolution passed at a General Meeting of the Club at which the only persons entitled to vote shall be those members of the Club who are also members of the Riverwood Chapter of the Penshurst RSL Sub Branch (formerly known as the Riverwood Sub Branch of the Australian Legion of Ex Servicemen and Women)."*

### Explanatory Notes – Special Resolution 4

- 1 Existing Rule 4.2 provides for the Ex-service Objects of the Club.
- 2 Special Resolution 4 amends the Ex-service Objects as the Rule referred to the former *Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women* and the Special Resolution now makes the necessary amendments to clarify the Ex-service Objects to refer to *Riverwood Chapter of the Penshurst RSL Sub Branch situated at Riverwood Legion and Community Club (formerly known as the Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women)*.
- 3 Rule 4.2 should be properly amended in the Club's Constitution so that the Ex-service Objects of the Club remain current and accurately reflect the Club's true Ex-service Objects.

### 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 Special Resolutions 1, 2 and 3.
- 4 Only Life members and financial Ex-service members and are entitled to vote on Special Resolution 4.
- 5 Employees of the Club are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.
- 6 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 8<sup>th</sup> April 2024 to assist with preparation of answers.

Registration for attendance at the Annual General Meeting will open at 6.30pm on Monday 22<sup>nd</sup> April 2024 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.



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**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'P. Millar'.

**Paul Millar**

Chief Executive Officer

**28 March 2024**