



NOTICE OF ANNUAL GENERAL MEETING 2024

Patrons: M. Cameron, A. Jansen, R. Cannon

Directors: B. Tyers, T. Galvin, D. Cole, J. Broadley, B. Eveleigh & W. Holmes

Chief Executive Officer: D. Egan

Notice is hereby given that the 51st Annual General Meeting of the Muswellbrook RSL Sub-Branch Club Limited ACN 000 992 012 (**Club**) will be held on Sunday the 27th October 2024 at 9.30am at the Club's premises, 113 Bridge Street, Muswellbrook NSW 2333.

Business

1. To confirm the minutes of the previous Annual General Meeting.
2. To receive and consider the Directors' Report, the Financial Report and the Report of the Auditors for the year ended 30 June 2024.
3. To elect Patron/s.
4. To approve the President's honorarium.
5. To consider and, if thought fit, to pass each of the First to Third Ordinary Resolutions to approve Directors' benefits.
6. To consider and, if thought fit, to pass each of the First to Fourth Special Resolutions to amend the Club's Constitution.
7. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months before the AGM (if any have been received).
8. To deal with any other business brought forward in accordance with the Club's Constitution.

Ordinary Resolutions

First Ordinary Resolution

That pursuant to the *Registered Clubs Act 1976* (NSW):

- a) The Members hereby approve and agree to expenditure by the Club until the next Annual General Meeting for the following expenses of the Board of Directors, subject to specific amounts being authorised by the Board of Directors of the Club:
 - I. Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such 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.
 - II. Reasonable expenditure on food and beverages incurred by Directors in entertaining Members and guests of the Club in the course of their duties as Directors.
 - III. Reasonable expenditure on food and beverages for Directors and partners for two dinners per year, and other functions where appropriate, and required to represent the Club.
 - IV. Reasonable cost of a meal and beverages for Directors immediately before, during or after a Board or Committee meeting or Club related meeting where the meeting corresponds to a normal mealtime.
 - V. Reasonable cost of providing each Director items of clothing displaying the Clubs logo, name or other distinguishing feature to be worn at official functions and on occasions when Directors are required to represent the Club.
- b) The members acknowledge that the benefits in paragraph a) above are not available to Members generally but only for those who are Directors of the Club.

Second Ordinary Resolution

That pursuant to the *Registered Clubs Act 1976* (NSW):

- a) The Members hereby approve and agree to expenditure by the Club for the professional development and education of the Board of Directors until the next Annual General Meeting of the Club and subject to specific amounts being authorised by the Board of Directors of the Club being:
 - i. The reasonable cost of Directors and the Secretary attending the ClubsNSW Annual General Meeting and conference and meetings and conferences of other Associations of which the Club is a member.
 - ii. The reasonable cost of Directors and the Secretary attending seminars, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board.
 - iii. The reasonable cost of Directors and Secretary attending other Registered Clubs or similar types of businesses for the purpose of observing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
 - iv. Attendance at functions with partner/spouse held in association with the activities in paragraph i, ii and iii where appropriate and required to represent the Club including the reasonable cost of accommodation for Directors, the Secretary and their partner/spouse.
- b) The Members acknowledge that the benefits in paragraph a) above are not available to Members generally, but only those who are Directors of the Club and those Members directly involved in the above activities.

Third Ordinary Resolution

That pursuant to the *Registered Clubs Act 1976* (NSW):

- a) Members hereby approve the setting aside of one designated parking space for the President of the Club, one designated parking space for the President of the Muswellbrook RSL Sub-Branch and one designated parking space each Director in the Club's premises.
- b) The Members acknowledge that the benefits in paragraph a) above are not available to Members generally, but only those Members who hold the offices listed in paragraph a) above.

NOTES TO MEMBERS IN RELATION TO ORDINARY RESOLUTIONS RELATING TO BENEFITS TO DIRECTORS

- 1 Under section 10 of the *Registered Clubs Act (1976)* (NSW) (**RCA**), benefits can only be provided to directors and certain members that are not offered equally to all Full members of the Club if the giving of such benefits by the Club has been approved by ordinary resolution of the Club's members. The First to Third Ordinary Resolutions are put to the members for approval under that section of the RCA.
- 2 To be passed, each Ordinary Resolution must receive votes from a simple majority who, being eligible to do so, vote in person on the Ordinary Resolution at the Meeting.
- 3 Honorary Life Members and financial Ordinary Members are eligible to vote on each of the Ordinary Resolutions.
- 4 Under the Registered Clubs Act Members who are employees of the Club are not entitled to vote.
- 5 Proxy voting is prohibited by the RCA.
- 6 Each of the Ordinary Resolutions must be considered and voted on separately.
- 7 Each of the Ordinary Resolutions has been proposed by the Board.

Special Resolutions

First Special Resolution

That the Constitution of Muswellbrook RSL Sub-Branch Club Limited ACN 000 992 012 is amended by:

- in Rule 7(c), adding the words "and any other applicable Section" after the words "Section 10(7)";

- in Rule 9(d), deleting the words "subsection 2(b) of Section 73" and replacing them with the words "Section 73(2)";
- in Rule 9(e), deleting the words "subsection 2 of Section 74" and replacing them with the words "Section 74(2)";
- in Rule 22:
 - capitalising the letter "b" in the first heading so that it reads "Sub Branch member";
 - under the "Sub branch member" heading:
 - in paragraph (a), deleting the words "an Ordinary" and replacing them with the words "a Sub Branch"; and
 - deleting paragraph (b) and replacing with the words "Not used";
- in Rule 22 under the "Club member" heading, deleting the words "an Ordinary" and replacing them with the words "a Club";
- in Rule 24, deleting the words "Rule 52" and replacing them with the words "Rule 52A";
- in Rule 29(f)(iii), deleting the full-stop after the word "granted" and replacing it with "; and";
- in Rule 47(d), deleting the word "or" after the semi-colon in paragraph (i) and inserting the word "or" after the semi-colon in paragraph (vi);
- in Rules 52A(b)(ii) and 52A(c)-(e), capitalising the letter "b" so that the relevant phrase reads "Sub Branch";
- in Rule 60, changing the phrase "Sub branch" by capitalising the letter "b" so that it reads "Sub Branch";
- in Rule 61(c), changing the phrase "Sub branch" by capitalising the letter "b" so that it reads "Sub Branch";
- in Rule 67(a), replacing the semi-colon with a full-stop;
- in Rule 76F(a):
 - deleting the words "Section 41K of"; and
 - deleting the word "Act" and replacing it with the word "Regulation"; and
- in Rule 88(b), changing the word "Financial " by de-capitalising the "f" so that the word reads "financial".

Explanatory Notes regarding the First Special Resolution

- 1 The First Special Resolution proposes a number of non-substantive changes to the Constitution which predominantly cover grammatical and stylistic corrections, and amendments to clarify outdated references to legislation.
- 2 For the convenience of members, the rationale for each change is as follows:
 - (a) Rule 7(c): to ensure that this Rule also extends to other provisions under the *Registered Clubs Act 1976 (NSW) (RCA)* which may apply (and not just section 10(7) of the RCA);
 - (b) Rules 9(d)-(e) and Rule 76F(a): to correct references to outdated legislative provisions;
 - (c) Rules 22 (under the "Sub branch member" heading), 24, 29(f)(iii), 47(d), 52A(b)(ii), 52A(c)-(e), 60, 61(c), 67(a) and 88(b): to make corrections to grammatical errors and incorrect Rule references;
 - (d) Rule 22(a) under the "Sub branch member" heading and Rule 22(b) under the "Club member" heading: to ensure that the correct membership class names are reflected; and

- (e) Rule 22(b) under the "Sub branch member" heading: to remove an outdated reference to when the Constitution was first adopted.

Second Special Resolution

That the Constitution of Muswellbrook RSL Sub-Branch Club Limited ACN 000 992 012 is amended by:

- in Rule 22(c) under the "Life Muswellbrook Golf Club member" heading, deleting the words "provided that Life Muswellbrook Golf Club member shall only be required to pay the minimum annual subscription required by the Registered Clubs Act";
- in Rule 36(d), deleting the phrases ", address and occupation" and "and address";
- in Rule 39, deleting the Rule in its entirety and replacing it with the following:

"39. Entrance fees, subscriptions and other payments payable by members of the Club and the time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be such as the Board may from time to time prescribe provided that any change to the amount of the entrance fee or annual subscription is posted on the Club Notice Board within 7 days after such Board determination."

- inserting a new Rule 92A as follows:

"TECHNOLOGY

92A. *Notwithstanding anything in this Constitution but subject to the Act and the Registered Clubs Act, the Club may:*

- (a) *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*
- (b) *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."*

- in Rule 102:

- deleting in paragraph (c) the words "(if any) nominated by the member" and replacing them with the words "recorded for that member"; and

- inserting new paragraphs (d) and (e) as follows:

"(d) by sending the notice 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 (subject to the requirements of the Act and the Registered Clubs Act)."

- inserting the following new Rule 103(c):

"103.

- (c) *Where a notice is sent under Rule 102(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available."*

Explanatory Notes regarding the Second Special Resolution

- 1 The Second Special Resolution proposes a number of changes to the Constitution to read more consistently with the RCA in light of the amendments to that legislation in November 2021.
- 2 The RCA no longer prescribes a minimum amount for the annual subscription (previously \$2). The changes to Rule 22(c) under the "Life Muswellbrook Golf Club member" heading and Rule 39 remove references to such minimum annual subscription amounts. Moreover, the RCA requires that the Club's Constitution set out the amount of the Club's membership fee or the process for determining that fee – the changes to Rule 39 will therefore provide that the amount of the entrance fee or annual subscription must be posted on the Club's Notice Board within 7 days of the Board determining the amount.
- 3 The 2021 changes to the RCA also removed the need to display a membership applicant's address and occupation at the Club's premises, which better maintains the applicant's privacy. The changes to Rule 36(d) are consistent with these changes to the RCA. The Club is also proposing to afford this privacy protection to proposers and seconders of Board nominees by deleting the requirement under existing Rule 36(d) for the Secretary to cause the addresses of such persons to be displayed on the Club Notice Board.
- 4 The RCA was also amended to enable clubs to now hold meetings electronically (subject to certain requirements under the RCA) and allow eligible members to vote at meetings by electronic means. This will similarly increase some efficiencies for the Club. It is not required to introduce the change in order for the Club to rely on this option, which is set out in the RCA and the *Corporations Act 2001* (Cth) (**Corporations Act**). However, 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. Accordingly, the Club has proposed to include new Rule 92A in the Constitution.
- 5 Existing Rule 102 provides that the Club can issue notices electronically but only if a member specifically nominates to receive communications electronically. However, the Club can rely on the amended provisions in the RCA 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. Hence, the Club proposes to change Rules 102 to read consistently with this legislation. 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. New Rule 103(c) will clarify that a notice given by notifying the member via physical or electronic communication is taken to have been given on the day following that on which the member is notified that the notice is available.

Third Special Resolution

That the Constitution of Muswellbrook RSL Sub-Branch Club Limited ACN 000 992 012 is amended by:

- deleting rule 52 in its entirety;
- in Rule 52A(a), deleting the words "As and from the Annual General Meeting of the Club held in 2017, and for the purposes of the election of the Board conducted in that year, the" and replacing them with the word "The";
- deleting Rule 52A(b)(i) in its entirety and replacing it with the following:
"(i) a President, a Vice President and five (5) Ordinary directors";
- deleting Rule 55 in its entirety and replacing it with the following:
"55. As soon as practicable after the Biennial General Meeting and in any event no later than the conclusion of the first meeting of the Board held after each Biennial General Meeting, the Board of Directors shall elect from amongst themselves the President and Vice President. The Directors elected by the Board as President and Vice President shall hold those offices until the conclusion of the next Biennial General Meeting. ";
- deleting Rule 55A in its entirety;

- in Rule 60(b), deleting the words "subject at all times to Rules 52(a) and (a1)";
- deleting Rule 68(a) in its entirety and replacing it with the following:

"(a) The President of the Board shall if present preside at all meetings of the Board. In his or her absence or if he or she shall be unwilling or unable to act, the Vice President shall preside and in the event of his or her absence or if he or she shall be unwilling or unable to act, the meeting shall elect a member of the Board to be Chairman of the meeting. "
- deleting Rule 87 in its entirety and replacing it with the following:

"87. The President shall preside at all General Meetings of the Club. In the event of the President being absent or if he or she is unwilling or unable to act, the Vice President shall preside at general meetings of the Club. If the Vice President is absent or if he or she is unwilling or unable to act, the members of the Board present shall elect a director who is present to preside at general meetings of the Club. ";

Explanatory Notes regarding the Third Special Resolution

- 1 The Club is proposing a change to the composition of its Board. Currently, the Board consists of a President, Vice President, Junior Vice President and four (4) ordinary Directors.
- 2 The Board has undergone an evaluation of its executive positions, including their roles and responsibilities, and is seeking to remove the Junior Vice Presidency position and increase the number of ordinary Directors to five (5). Accordingly, the Board is proposing that Rules 52A(b)(i), 55, 68(a) and 87 be amended to remove references to the Junior Vice President position.
- 3 Existing Rules 52 and 52A of the Constitution do not read consistently with one another in respect of Board elections and composition. When read together, Rule 52A is the 'overriding' provision to Rule 52 – in this regard, the Board is proposing to simply delete existing Rule 52 and keep Rule 52A (subject to changes to the latter). Moreover, the changes to Rule 52A(a) and (b) are being proposed to simplify the clause generally and to account for the removal of the Junior Vice President position.
- 4 Since the Board is proposing to delete Rule 52, the reference to that clause as set out in Rule 60(b) is also being removed under this Third Special Resolution.
- 5 Similarly, existing Rules 55 and 55A read inconsistently. To simplify the Constitution and to better ensure it sets out a succinct initial position on the Club's Board elections, the Club is proposing to delete Rule 55A. As a result, only Rule 55 shall remain to dictate the frequency of the Club's Board elections (including for the executive positions), and the Board proposes that this Rule is consistent with its current practices – at present, Board elections occur every 2 years with the executive election occurring after each biennial annual general meeting.

Fourth Special Resolution

That the Constitution of Muswellbrook RSL Sub-Branch Club Limited ACN 000 992 012 is amended by, in Rule 107, inserting the words "(being eligible to vote)" after the words "General Meeting".

Explanatory Notes regarding the Fourth Special Resolution

- 1 At law, members of a company are entitled to vote on a special resolution at a general meeting of the company if they are both present at that meeting and entitled to vote on the resolution.
- 2 The Fourth Special Resolution is being proposed so that the above 'eligibility' requirement at law is reflected more clearly in the Constitution.

General notes for members regarding the Special Resolutions

- 1 In accordance with Rule 107 of the current Constitution, a Special Resolution will be passed only if at least a 75% majority of the members present and voting vote in favour of the respective resolution.
- 2 In accordance with the Rule 107 of the Constitution, financial Club members, Sub Branch members and Honorary Life members are entitled to vote on each Special Resolution.
- 3 Proxy voting is not permitted and employees are prohibited from voting under the RCA.
- 4 The Special Resolutions must be considered as a whole and the substance of each resolution cannot be amended by motions from the floor of the meeting.

BY ORDER OF THE BOARD

Daryl Egan

Secretary

10th September 2024