

BEXLEY RSL AND COMMUNITY CLUB LIMITED
ACN 001 062 380

NOTICE OF GENERAL MEETING AND SPECIAL RESOLUTIONS

NOTICE is hereby given of a General Meeting of the **BEXLEY RSL AND COMMUNITY CLUB LIMITED** to be held on **Sunday 25 February 2018** commencing at **10:30am** at the premises of the Club, 24 Stoney Creek Road, Bexley, New South Wales.

BUSINESS

The business of the General Meeting will be for members to consider and, if thought fit, pass the Special Resolutions set out below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. The Special Resolutions should be read in conjunction with the notes which follow the Special Resolutions.
3. **Only Life members (who were previously RSL members) and financial RSL members who have been members of the Club for a continuous period of at least three (3) years are entitled to vote on the Special Resolutions.**
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
5. 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.
6. The Board of the Club recommend the Special Resolutions to members.

FIRST SPECIAL RESOLUTION

[The First Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bexley RSL and Community Club Limited be amended by:

- (a) **inserting** the following new Rule 10.9(h):

“(h) vote on any Special Resolution (including a Special Resolution to amend this Constitution) provided they have been financial members of the Club for a continuous period of at least 3 years;”
- (b) **deleting** Rule 10.10 and in lieu thereof **inserting** the following new Rule 10.10:

“10.10 Deleted.”
- (c) **deleting** from Rule 36.19 the words “provided that Social members and Life members who were previously Social members shall not be entitled to vote on any Special Resolution the purpose of which is to amend this Constitution”.
- (d) **deleting** from Rule 47.1 the words “Life members (who were previously RSL members) and financial RSL members who have been financial members of the Club for a continuous period of at least three

(3) years” and in lieu thereof **inserting** the words “Life members, financial RSL members who have been financial members of the Club for a continuous period of at least three (3) years and financial Social members who have been financial members of the Club for a continuous period of at least three (3) years”.

Notes to Members on First Special Resolution

1. At present, only Life members (who were previously RSL members) and financial RSL members who have been financial members of the Club for a continuous period of at least three (3) years can vote on special resolutions (including special resolutions to amend the Constitution).
2. The First Special Resolution proposes to allow Life members (who were previously Social members) and Social members who have been financial members of the Club for a continuous period of at least three (3) years to vote on special resolutions (including special resolutions to amend the Club’s Constitution).
3. If the First Special Resolution is passed, Life members (who were previously RSL or Social members) and RSL and Social members who have been financial members of the Club for a continuous period of at least three (3) years will be entitled to vote on special resolutions (including special resolutions to amend the Club’s Constitution).

SECOND SPECIAL RESOLUTION

[The Second Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bexley RSL and Community Club Limited be amended by **deleting** Rule 27.3 and in lieu thereof **inserting** the following new Rule 27.3:

- “27.3 Subject to Rule 27.5, the following members shall be entitled to stand for and be elected or appointed to the Board:
- (a) Life members;
 - (b) RSL members who have been financial members of the club for at least three (3) continuous years; and
 - (c) Social members who have been financial members of the Club for at least three (3) consecutive years.”

Notes to Members on Second Special Resolution

1. The Constitution provides that:
 - (a) up until the Annual General Meeting to be held in 2021, there may be a maximum of four (4) Life members (who were previously Social members) and Social members on the Board; and
 - (b) as and from the Annual General Meeting, there may be a maximum of six (6) Life members (who were previously Social members) and Social members on the Board.
2. The Second Special Resolution proposes to remove the above restrictions.
3. Therefore, if the Second Special Resolution is passed, the above restrictions will not apply and:
 - (a) Life members, RSL members who have been financial members of the club for at least three (3) continuous years and Social members who have been financial members of the Club for at least three (3) consecutive years will be entitled to nominate for and be elected or appointed to any position on the Board (including the position of President); and

- (b) there will be no restriction on the number of Life members (who were previously Social members) and Social members that can be on the Board at any one time.

THIRD SPECIAL RESOLUTION

[The Third Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bexley RSL and Community Club Limited be amended by:

- (a) **inserting** at the beginning of Rules 10.7(c) and 10.9(c) the words "*Subject to Rule 27.7 and*".
- (b) **deleting** the words, "and Rule 27.5" from the first line of rule 27.3 and **inserting** the words by way of replacement "*, Rule 27.5 and Rule 27.7*"
- (c) **inserting** the following new Rule 27.7:
- "27.7 A member who has been appointed by the Board to fill a casual vacancy shall automatically be eligible to nominate for and be elected and appointed to the Board and the eligibility requirements contained in Rules 10.7(c) and 10.9(d) shall not apply to that member".*
- (d) **deleting** from Rule 35.3 the words "*eligible person to the Board to fill a casual vacancy*" and in lieu thereof **inserting** the words "*financial member of the Club to fill a casual vacancy (notwithstanding any restrictions contained in this Constitution)*"

Notes to Members on Third Special Resolution

1. At present:
- (a) the Board can only appoint a person who has been a member of the Club for a continuous period of at least three (3) years to fill a casual vacancy on the Board; and
- (b) a member can only nominate for and be elected or appointed to the Board if he or she has been a member of the Club for a continuous period of at least three (3) years.
2. The Third Special Resolution proposes to allow the Board to appoint any financial member of the Club (irrespective of their length of membership) to fill a casual vacancy and for that member to be automatically eligible to nominate for election to the Board even if they have not been a member for a continuous period of three (3) years.
3. If the Third Special Resolution is passed, the Board will be able to appoint any financial member of the Club to fill a casual vacancy on the Board and that member shall be automatically eligible to nominate for election to the Board even if they have not been a member for a continuous period of three (3) years.

FOURTH SPECIAL RESOLUTION

[The Fourth Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bexley RSL and Community Club Limited be amended by:

- (a) **deleting** Rule 3.1(h) and **renumbering** the remaining provisions of Rule 3.1 accordingly.
- (b) **inserting** at the end of Rule 27.1 the words "*However, as and from the Annual General Meeting of the Club held in 2019 and for the purposes of conducting the election prior to that Annual General Meeting, the Board shall, subject to Rule 35, consist of seven (7) directors, who shall comprise of a President, Vice President and five (5) other ordinary directors.*"
- (c) **inserting** the following new Rule 27.8 (or 27.7 if the Third Special resolution is not approved):

"27.8 There shall be no more than three (3) directors on the Board who are also Bexley RSL Sub Branch Executive/Committee Members or Trustees for the Bexley RSL Sub Branch".

(d) **deleting** Rule 30.3 and in lieu thereof **inserting** the following new Rule 30.3:

"30.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting."

(e) **deleting** Rule 30.4 and in lieu thereof **inserting** the following new Rule 30.4:

"30.4 The quorum for a meeting of the Board shall be the majority of directors on the Board".

(f) **deleting** from Rule 36.16 the words "a Vice President" and in lieu thereof **inserting** the words "the Vice President".

(g) **deleting** Rule 36.17 and in lieu thereof **inserting** the following new Rule 36.17:

"36.17 If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chairperson of the meeting."

Notes to Members on Fourth Special Resolution

1. The Fourth Special Resolution proposes to reduce the number of "elected directors" on the Board from nine (9) to seven (7), with effect from the Annual General Meeting of the Club held in 2019 and the election of the Board in 2019.
2. At present, the Board consists of nine elected (9) directors and is made up of the President, two (2) Vice Presidents and six (6) ordinary directors.
3. If the Fourth Special Resolution is passed, the Board (from the Annual General Meeting in 2019) will consist of seven (7) elected directors and will be made up of the President, Vice President and five (5) ordinary directors.
4. The Fourth Special Resolution also proposes to restrict the number of directors on the Board who are also Bexley RSL Sub Branch Executive/Committee Members or Trustees for the Bexley RSL Sub Branch to a maximum of three (3).

FIFTH SPECIAL RESOLUTION

[The Fifth Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bexley RSL and Community Club Limited be amended by:

- (a) **inserting** at the beginning of Rule 44.1 the words "Subject to Rule 44.2,"
- (b) **inserting** at the end of Rule 44.1(c) the words "or by sending it by such other electronic means nominated by the member"
- (c) **inserting** the following new Rule 44.2 and **renumbering** the remaining provisions of Rule 44 accordingly:

"44.2 In accordance with section 249J(3A) of the Act, if the member nominate:

- (a) an electronic means (**the nominated notification means**) by which the member may be notified that notices of meeting are available; and
- (b) an electronic means (**the nominated access means**) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means):

- (c) that the notice of meeting is available; and
 - (d) how the member may use the nominated access means to access the notice of meeting”.
-

Notes to Members on Fifth Special Resolution

1. The Corporations Act provides that a member may nominate:
 - (a) an electronic means (for example, by email) by which the member may be notified that a notice of meeting is available; and
 - (b) an electronic means (for example, the Club's website) the member may use to access the notice of meeting.
 2. The Fifth Special Resolution proposes to allow the Club to notify members that a notice of general meeting is available in the manner set out above.
-

SIXTH SPECIAL RESOLUTION

[The Sixth Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bexley RSL and Community Club Limited be amended by **deleting** Rule 10.5 and in lieu thereof **inserting** the following new Rule 10.5:

“10.5 Deleted”.

Notes to Members on Sixth Special Resolution

1. The Sixth Special Resolution proposes to delete Rule 10.5 of the Club's Constitution which states that the number of Full members having the right to vote in the election of the Board shall be not less than twenty-five (25) per cent of all Full members of the Club. This reflects the Registered Clubs Act.
 2. Currently, all Full members of the Club have the right to vote in the election of the Board.
 3. Given Rule 10.5 reflects the Registered Clubs Act and all Full members have the right to vote in the election of the Board, the existing Rule 10.5 is not legally required.
-

SEVENTH SPECIAL RESOLUTION

[The Seventh Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bexley RSL and Community Club Limited be amended by **deleting** Rule 10.15 and in lieu thereof **inserting** the following new Rule 10.15:

“10.15 To be eligible for Life membership a member must have held membership of the Club for a minimum period of at least ten (10) consecutive years and during that time have served as an officer of the Club for a cumulative period of at least seven (7) years or rendered outstanding service to the Club for a cumulative period of at least seven (7) years.”

Notes to Members on Seventh Special Resolution

1. The Seventh Special Resolution proposes to amend the eligibility requirements for Life membership of the Club.
2. At present, a member will only be eligible for Life membership if the member has held membership of the Club for a minimum period of at least ten (10) consecutive years and during that time have served at least seven (7) consecutive years as an officer of the club or rendered outstanding service to the Club for a period of at least seven (7) consecutive years.

3. If the Seventh Special Resolution is passed, a member will only be eligible for Life membership if the member has held membership of the Club for a minimum period of at least ten (10) consecutive years and during that time has served as an officer of the Club for a cumulative period of at least seven (7) years or rendered outstanding service to the Club for a cumulative period of at least seven (7) years.

EIGHTH SPECIAL RESOLUTION

[The Eighth Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Bexley RSL and Community Club Limited be amended by **deleting** Rules 43.1 to 43.3 inclusive and in lieu thereof **inserting** the following new Rules 43.1 and 43.3 inclusive:

"43.1 The Club may have a Seal.

43.2 If the Club has a Seal, the Board must provide for the safe custody of the Seal.

43.3 If the Club has a Seal, The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by two members of the Board or one member of the Board and the Secretary."

Notes to Members on Eighth Special Resolution

1. The Constitution currently requires the Club to have a common seal.
2. Historically, common seals were the standard means by which a company would execute documents.
3. Companies are no longer required to have common seals and/or execute documents using its common seal.
4. In this regard, a company can now execute documents without a common seal by way of having two officers (directors and/or secretary) signing the document on behalf of the company.
5. Accordingly, the Eighth Special Resolution proposes that the Club is not legally required to have a common seal and execute using the common seal but it may do so if it wishes.
6. For the avoidance of doubt, Rule 44.4 of the Club's Constitution currently allows the Club to execute documents without the common seal.

Dated: 30/01/2018

By direction of the Board



Greg Edwards
Chief Executive Officer