

Business of Meeting

1. To confirm the minutes of the Annual General Meeting held on Sunday, 17 May 2020.
2. To receive, consider and adopt the financial report, directors report and auditors report on the financial report of the club for the 12 months ended 31st December 2019
3. To consider and adopt four (4) Ordinary Resolutions
4. To consider and adopt one (1) Special Resolutions
5. General Business

NB: Any questions of the Annual Report and any questions to be raised in General Business, are asked to be put in writing to the General Manager by 3.00pm, Friday 8 May 2020 to ensure proper investigation and accurate answers can be provided.

ORDINARY RESOLUTIONS

PROCEDURAL MATTERS IN RELATION TO THE ORDINARY RESOLUTIONS

1. To be passed each Ordinary Resolution must receive votes from not less than half (1/2) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. Under the *Registered Clubs Act*, members who are employees of the Club are not entitled to vote. Proxy voting is prohibited by the Registered Clubs Act.
3. Amendments (other than grammatical or other clerical errors or minor typographical corrections which do not change the substance or effect of the special resolutions) will not be permitted from the floor of the meeting.

An ordinary resolution must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.

FIRST ORDINARY RESOLUTION

1. That pursuant to the Registered Clubs Act the members hereby approve and agree to the members of the Board during the period preceding the 2019 Annual General Meeting receiving the following benefits outlined in sub-paragraphs (1) to (10)
 1. a reasonable meal and refreshments to be associated with each Board meeting of the Club;
 2. the provision of blazers and associated apparel for the use of Club Directors when representing the Club;
 3. the reimbursement of reasonable expenses in travelling to and from Directors meetings or to other constituted committee meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure;
 4. the reasonable cost of Directors attending at the ClubsNSW Annual General Meeting
 5. the reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 6. the reasonable cost of Directors and their partners attending other registered clubs for viewing and assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club;
 7. the reasonable cost of Directors and Life members receiving a Christmas Hamper;
 8. the reasonable cost of Directors attending functions whilst representing the Club;
 9. the reasonable cost of Directors to entertain guests and/or business associates on official Club business;
 10. the reasonable cost of Directors receiving refreshments when attending the club for Committee meetings or when on official Club Business at the Club;

Members acknowledge the benefit outlined in sub-paragraphs (1) to (10) are not available to members generally, and only for Club Directors.

SECOND ORDINARY RESOLUTION

- (a) That the members hereby approve the payment of the following honorarium paid monthly to the Board of Directors for their services to the Club until the Annual General Meeting in 2019:

(i)	President	\$150
(ii)	Director	\$100

THIRD ORDINARY RESOLUTION

"That: pursuant to the Registered Clubs Act, the members hereby approve and agree to the Board having two (2) reserved car parking spaces for the exclusive use of Directors;

members acknowledge the benefit of the reserved car parking spaces is not available to members generally, but only for Club Directors.

FOURTH ORDINARY RESOLUTION

The Board of Directors is authorised to determine at its discretion bonus and differential levels of rewards received by members under any club membership loyalty programs based on certain levels of usage of Club products and services. Any increased levels of rewards must be available to all members who achieve the levels of usage of the products and services.

NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

PROCEDURAL MATTERS IN RELATION TO THE SPECIAL RESOLUTIONS

1. To be passed the Special Resolution must receive votes in favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
 2. **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.**
 3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
 4. Amendments to the 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.
 5. The Board of the Club recommends the Special Resolution to members.
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SPECIAL RESOLUTION

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

That the Constitution of Bexley R.S.L. and Community Club Limited be amended by:

- (a) **deleting** Rules 31 to 33 inclusive and the headings before those Rules and in lieu thereof **inserting** the following new headings and Rules 31 to 33 inclusive:

31. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 31.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 31.2.
- 31.2 *Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*
 - (a) *must not vote on the matter; and*
 - (b) *must not be present while the matter is being considered at the meeting.*

32. REGISTERED CLUBS ACCOUNTABILITY CODE

- 32.1. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 32.
- 32.2 For the purposes of this Rule 32, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

Contracts With Top Executives

- 32.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
 - (a) *the top executive's terms of employment; and*
 - (b) *the roles and responsibilities of the top executive;*
 - (c) *the remuneration (including fees for service) of the top executive;*
 - (d) *the termination of the top executive's employment.*
- 32.4 Contracts of employment with top executives will not have any effect until they approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

Contracts With Directors Or Top Executives

- 32.5 The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 32.6 A "pecuniary interest" in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.

Contracts With Secretary And Managers

- 32.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
 - (a) *the Secretary or a manager; or*
 - (b) *any close relative of the Secretary or a manager;*
 - (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

Loans To Directors And Employees

- 32.8 The Club must not:
 - (a) *lend money to a director of the Club; and*
 - (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*
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Restrictions On The Employment Of Close Relatives Of Directors And Top Executives

- 32.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 32.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

Disclosures By Directors And Employees Of The Club

- 32.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the Club.
- 32.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 32.11.

Provision of Information To Members

- 32.13 The Club must:
- (a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relate; and
 - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.
- (a) **adding** in the following definition into Rule 3;
- (b) **"Biennial General Meeting"** means the Annual General Meeting of the Club at which the Board of Directors is to retire and a new board of Directors is appointed being elected in such manner as determined by the Board from time to time."
- (c) **adding** the following words to the end of Rule 36.19, "provided that in the case of RSL members and Social members they have been financial members of the Club for a continuous period of at least 3 years" so that Rule 36.19 would appear as follows

"36.19 Subject to the Registered Clubs Act and Gaming Machines Act, Life members, RSL members and Social members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club provided that in the case of RSL members and Social members they have been financial members of the Club for a continuous period of at least 3 years"

Notes to Members on Special Resolution

1. The Special Resolution proposes three (3) amendments to the Club's Constitution to bring the Constitution into line with the *Corporations Act, Registered Clubs Act and Registered Clubs Regulation*.
2. **Paragraph (a)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the recent and significant amendments to the corporate governance and accountability provisions of the *Registered Clubs Act and Registered Clubs Regulation*.
3. **Paragraph (b)** simply adds in a definition of "Biennial General Meeting".
4. **Paragraph (c)** amends Rule 36.19 so that it reflects the other provisions in the Constitution namely Rules 10.7, 10.9 and 47.1 which specify that RSL members and Social Members with at least 3 years continuous membership are eligible to attend and vote at General Meetings including Annual General Meetings of the Club.