

LEETON SOLDIERS CLUB LTD
ACN 001 037 136

NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given of the Annual General Meeting of **LEETON SOLDIERS CLUB LTD** to be held on **Wednesday 17 October 2018** commencing at the hour of **7pm** at the premises of the Club, corner Yanco & Acacia Avenues, Leeton, New South Wales.

BUSINESS

The business of the meeting will be as follows:

1. Apologies.
 2. To receive and consider the minutes of the Annual General Meeting held Wednesday 18th October 2017.
 3. To receive and consider the report of the Board for the year ended 30 June 2018.
 4. To receive and consider the Financial Statements of the Club and the Report of the Auditor for the year ended 30 June 2018.
 5. To consider and if thought fit to pass the Ordinary Resolutions set out in this Notice.
 6. To consider and if thought fit to pass the Special Resolutions set out in this Notice.
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PROCEDURAL MATTERS

1. To be passed, a Special Resolution must receive votes in its 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. To be passed an Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.
 3. Resolutions should be read in conjunction with the notes to members which follow the Special Resolutions.
 4. **Only Life members, financial Service members and financial Club members can vote on the Special Resolutions.**
 5. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
 6. Amendments to the Special Resolutions (other than 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.
 7. The Board of the Club recommends the Resolutions to members.
 8. **Questions pertaining to the financial statements should be lodged in writing, with the Secretary Manager, seven (7) days prior to this meeting.**
 9. Current Membership card is required to gain admission to the Annual General Meeting.
 10. Provisional Members are not entitled to attend or vote.
 11. An extract of the Clubs financial statements and reports for the year ended 30 June 2018 can be viewed online and downloaded at www.leetonsoldiersclub.com.au. A Member may by notice in writing to the Club elect to receive a hard copy or an electronic copy of the Annual Report.
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First Ordinary Resolution

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a reasonable sum until the next Annual General Meeting of the Club for the following activities of directors:
 - (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time, such costs not to exceed \$4,000.00.
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other property documentary evidence of such expenditure;
 - (iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors which activities, provided that the expenses are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence on such expenditure.
- (b) The members acknowledge that the benefits 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*:

- (a) The members hereby approve and agree to expenditure by the Club in the reasonable sum for the professional development and education of Directors until the next Annual General Meeting and being:
 - (i) The reasonable cost of Directors attending at the ClubsNSW Annual General Meeting;
 - (ii) 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;
 - (iii) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- (b) The members acknowledge that the benefits above are not available to members generally but only for those who are Directors of the Club.

Third Ordinary Resolution

“That the members approve that the Board of Directors may be supplied with a Club uniform at such reasonable cost as determined by the Board as is in keeping with the Club’s current image.”

Fourth Ordinary Resolution

“That the members approve the payment of an honorarium to the President pursuant to section 10(6)(b) of the Registered Clubs Act in the amount of \$2,600.00 until the next Annual General Meeting with the honorarium to be paid by weekly instalments of \$50.00.”

NOTES TO MEMBERS ON THE ORDINARY RESOLUTIONS

1. The First Ordinary Resolution seeks the approval of the members in General Meeting for a reasonable amount for expenditure by the Club in relation to duties performed by the Club's Directors.
2. The Second Ordinary Resolution seeks the approval of the members in General Meeting for a reasonable amount for the expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events including the ClubsNSW Annual General Meeting and to visit other clubs to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.

3. The Third Ordinary Resolution seeks the approval of members in General Meeting of the Directors being issued with a Club uniform.
4. The Fourth Ordinary Resolution seeks the approval of members for an honorarium to be paid to the President for the twelve month period till the next Annual General Meeting an annual amount of \$2,600.00 payable by weekly instalments of \$50.00.

FIRST SPECIAL RESOLUTION

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

That the Articles of Association of Leeton Soldiers Club Limited be amended by:

- (a) **deleting** Article 9(a) and **renumbering** Article 9(b) as Article 9.
- (b) **deleting** Article 19 and in lieu thereof **inserting** the following new Article 19:

“19. Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are Full member. However, Honorary members who are not Full members of the Club shall only be entitled to the facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club.”
- (c) **inserting** the following new Article 24A:

“24A. Temporary members shall only be entitled to the facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club”.
- (d) **deleting** from Article 38(b) the words *“which shall be kept in accordance with Sections 31(1)(b) and 31(1)(b1) of the Registered Clubs Act”* and in lieu thereof **inserting** the words *“(other than those persons admitted to Honorary membership pursuant to Article 18(c)) which shall be kept in accordance with section 31(1)(b) of the Registered Clubs Act”*.
- (e) **inserting** the following new Article 43(e):

“(e) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.”
- (f) **deleting** the last sentencing of Rule 44(b) and in lieu thereof inserting the following:

“A copy of that information will be exhibited on the Notice Board.”
- (g) **deleting** Articles 54A to 54J inclusive (and the heading immediately preceding those Articles) and in lieu thereof **inserting** the following new headings and Articles 54A to 54J inclusive:

“MATERIAL PERSONAL INTERESTS OF DIRECTORS

54A. (a) *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 Article 54A(b).*

(b) *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:*

 - (i) *must not vote on the matter; and*
 - (ii) *must not be present while the matter is being considered at the meeting.*

REGISTERED CLUBS ACCOUNTABILITY CODE

- 54B. (a) *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Articles 54B to 54J inclusive.*
- (b) *For the purposes of Articles 54B to 54J inclusive the following terms shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations:*
- (i) *close relative; and*
 - (i) *controlling interest;*
 - (iii) *departmental Secretary;*
 - (iv) *management contract;*
 - (v) *manager;*
 - (vi) *pecuniary interest;*
 - (vii) *top executive.*

CONTRACTS WITH TOP EXECUTIVES

- 54C (a) *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*
- (i) *the top executive's terms of employment; and*
 - (ii) *the roles and responsibilities of the top executive;*
 - (iii) *the remuneration (including fees for service) of the top executive;*
 - (iv) *the termination of the top executive's employment.*
- (b) *Contracts of employment with top executives:*
- (i) *will not have any effect until they approved by the Board; and*
 - (ii) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 54D. (a) *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.*
- (b) *A "pecuniary interest" in a company for the purposes of Article 54D(a) does not include any interest exempted by the Registered Clubs Act.*

CONTRACTS WITH SECRETARY AND MANAGERS

- 54E *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; or*
 - (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

54F. *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.*

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- 54G (a) *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.*
- (b) *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

54H. *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.*

54I. *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Article 53H.*

PROVISION OF INFORMATION TO MEMBERS

54J. *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 relates; 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."*

(h) **deleting** Article 56(a) and in lieu thereof **inserting** the following new Article 56(a):

"(a) If he is disqualified for any reason referred to Sections 206B of the Act;

(i) **deleting** from Article 56(e) the words "*made under the Act*" and in lieu thereof **inserting** the words "*or declaration made under the Act, Liquor Act or Registered Clubs Act*".

(j) **inserting** the following new Article 56(h):

“(h) fails to complete the mandatory training requirements for directors referred to in Article 43(e) (unless exempted).”

(k) **deleting** from Article 59 the words “thirty (30) members or” and “(whichever is the less)”.

Notes to Members on the First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club's Articles of Association (**Articles**) to bring the Articles into line with the *Corporations Act*, *Liquor Act*, *Registered Clubs Act* and their associated regulations.
2. **Paragraph (a)** deletes a provision that is no longer required because the *Registered Clubs Act* no longer prescribes a maximum number of members for a registered club.
3. **Paragraphs (b) and (c)** slightly amend existing provisions relating to the rights and entitlements of Honorary and Temporary members to bring the Articles into line with the *Registered Clubs Act*.
4. **Paragraph (d)** amend an existing provision relating to the register of Honorary members to bring the Articles into line with the *Registered Clubs Act*.
5. **Paragraph (e)** inserts a new provision which requires any person who is elected or appointed to the Board to complete the mandatory training requirements for directors as required by the Regulations made under the *Registered Clubs Act* (unless exempted).
6. **Paragraph (f)** deletes a requirement that a booklet be sent to all members containing information submitted by candidates for election to the Board. Such information will be published on the Club Notice Board.
7. **Paragraph (g)** amends existing provisions relating to corporate governance and accountability to bring the Articles into line with the recent and significant amendments to the *Registered Clubs Act*.
8. **Paragraphs (h) to (j) inclusive** amend existing provisions relating to vacancies on the Board to bring the Articles into line with the *Corporations Act*, *Liquor Act* and *Registered Clubs Act*.
9. **Paragraph (k)** amends an existing provision relating to the calling of general meetings on the request of members to bring the Articles into line with the *Corporations Act*.

SECOND SPECIAL RESOLUTION

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

That as and from the Annual General Meeting of the Club held in 2019, and for the purposes of the election of the Board held in that year, the Articles of Association of Leeton Soldiers Club Limited be amended by:

(a) **deleting** from Article 1(a) the definition of “*Biennial General Meeting*”.

(b) **deleting** Articles 43(a) and (b) and in lieu thereof **inserting** the following new Articles 43(a) and (b):

“(a) *The Board shall be elected triennially in accordance with Article 44 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the Triennial Rule will be the Annual General Meeting held in 2019.*

SCHEDULE 4 OF THE REGISTERED CLUBS ACT – THE TRIENNIAL RULE

Definitions

1. *In this Schedule -*

“general meeting” means a meeting of the members of the club at which members of the governing body are to be elected;

“triennial rule” means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups -

(a) shall be determined by drawing lots; and

(b) shall be as nearly as practicable equal in number; and

(c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the members of the governing body -

(a) in group 1 shall hold office for 1 year; and

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

7. If the triennial rule is revoked -

(a) at a general meeting - all the members of the governing body cease to hold office; or

(b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body."

(b) A person whose term of office as a director of the Club expires in accordance with the Triennial Rule shall, subject to these Articles, be eligible for re-election to the Board".

(c) **deleting** from Articles 44(a), 44(e) and 57 the words "Biennial General Meeting" wherever they appear and in lieu thereof **inserting** the words "Annual General Meeting".

Notes to Members on the Second Special Resolution

1. The Second Special Resolution seeks to amend provisions of the Club's Articles of Association (**Articles**) relating to the election of directors.
2. The Board is currently elected biennially (that is, the Board is elected every two (2) years with directors holding office for two (2) year terms).
3. If the Second Special Resolution is passed, the Triennial Rule will take effect from the Annual General Meeting to be held in 2019 and the directors elected to office at the Annual General Meeting in 2019 will be the first directors elected under the Triennial Rule.

Triennial Rule

4. The Triennial Rule provides for three (3) year terms of office for directors, with one third of the Board to be elected each year.
5. For this purpose, the directors will be divided into three (3) groups of three (3) directors (by drawing lots) at the Annual General Meeting to be held in 2019.
6. In each year after the Triennial Rule commences, a different group retires. Group 1 retires in the first year (at the Annual General Meeting to be held in 2020), Group 2 retires in the second year (at the Annual General Meeting to be held in 2021), Group 3 retires in the third year (at the Annual General Meeting to be held in 2022), Group 1 retires in the fourth year, Group 2 retires in the fifth year and so on.
7. Directors whose term of office has come to an end are, subject to the Club's Rules, eligible for re-election.

Election of President, Vice Presidents and Treasurer

8. Members currently elect the President, Vice Presidents and Treasurer
9. If the Second Special Resolution is passed, members will continue to directly elect the President, Vice Presidents and Treasurer.
10. When the directors are divided into the 3 groups (referred to in paragraph 5 above), the positions of President, Vice Presidents and Treasurer will be divided between the 3 groups, so that a group will not solely comprise of the office holder positions.

Benefits of Triennial Rule

11. The Board recommends the Triennial Rule to members as it provides for:
 - (a) greater stability on the Board; and
 - (b) greater continuity on the Board;
 - (c) greater ability for the Board to prepare and implement strategic plans for the Club;
 - (d) greater opportunity to pass on valuable knowledge between the directors (which is becoming increasingly more important as the laws relating to registered clubs become far more complex),while still allowing for board elections each year.

Dated: 20 September 2018

By direction of the Board

Adam McIntyre
General Manager