



Seventy Sixth Annual General Meeting

Sunday, 19 November 2023

FOR THE YEAR ENDING
30 JUNE 2023

Katoomba RSL 86 Lurline Street, Katoomba NSW 2780 p: (02) 4782 2624
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NOTICE OF ANNUAL GENERAL MEETING, ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION

Dear Member,

You are hereby notified that the Seventy Sixth Annual General Meeting of Katoomba RSL All Services Club Limited will be held in the Auditorium at the premises of Katoomba RSL All Services Club, 86 Lurline Street, Katoomba, New South Wales on **Sunday, 19 November 2023** commencing at **11:00 am**.

AGENDA

1. Apologies.
2. To confirm the Minutes of the previous Annual General Meeting.
3. To receive and consider the Financial Report of the Company for the year ended 30 June 2023 and the Reports by Directors and Auditors thereon.
4. To declare the results of the election for positions on the Board in accordance with the triennial rule.
5. To consider and if thought fit pass the Ordinary Resolutions regarding the reimbursement of Directors' expenses contained in this Notice.
6. To consider and if thought fit pass the Special Resolution to amend the Club's Constitution contained in this Notice.

Notice to Members – questions for the Annual General Meeting.

Any member who has a query with regard to the Club's financial accounts for the year ending 30 June 2023 should write to the Chief Executive Officer, Katoomba RSL All Services Club, PO Box 820, Katoomba NSW 2780, to be received no later than **Friday, 3 November 2023**, so that the necessary research can be undertaken to accurately answer your query.

Members are requested to produce their membership card before signing the attendance register.

ARE YOU FINANCIAL?

By direction of the Board

Dated 20 October 2023

Nick Darias
Secretary/Manager

Please Note:

Members who have **NOT** elected to receive a copy of the financial report which contains the Directors' report and the Auditors' report for the year ended 30 June 2023 can obtain this by asking for a copy of the report at the Club or by going to our website and clicking on our club, club documents.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed an Ordinary Resolution must receive votes in its favour from not less than a majority (ie 50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. To be passed a Special Resolution must receive votes in its favour from at least 75% of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
3. The Resolutions should be read in conjunction with the notes to members which accompany each Resolution.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and .
 - (b) proxy voting is prohibited.
5. 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.

FIRST ORDINARY RESOLUTION

Notes on the First Ordinary Resolution regarding Directors' expenses

1. Directors of Clubs have specific legal responsibilities under legislation such as the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, Workplace Health & Safety Act, Anti-Discrimination Act and other Acts.
 2. The role of Directors of a Board is complex and combines important aspects of good corporate governance and providing strategic leadership. Directors of registered clubs have a significant influence on the management and performance of registered clubs and are ambassadors of the Club.
 3. The Registered Clubs industry is highly regulated and Directors must be and remain compliant with complex State and Federal legislative requirements.
 4. In 2008 the Independent Pricing and Regulatory Tribunal (IPART) and Clubs NSW recommended several initiatives which include core professional development training for Directors. IPART also noted that management and governance in clubs could be improved if Boards operated more effectively and a key challenge in achieving this was increasing Directors' skill sets throughout the industry.
 5. To achieve and maintain good governance and provide strategic leadership, the Directors of the Club must receive formal training in the conduct and performance of their duties.
 6. Furthermore, sections in the Registered Clubs Act contain mandatory training requirements.
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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 sum not exceeding \$20,000.00 until the Annual General Meeting of the Club held in 2024 for the professional development and education of Directors including:
 - (1) The reasonable cost of Directors and officers attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 - (2) The reasonable cost of Directors and officers attending courses of instruction and training conducted or sponsored by ClubsNSW, or the Australian Institute of Company Directors of the Club Managers Association Australia in an area or areas or subjects relevant to the duties and functions of Directors in which the Director concerned is most in need of instruction and/or training.
 - (3) 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;
 - (4) The reasonable cost of food, travel and accommodation for Directors and their partners and not more than three management staff and their partners attending the Registered Clubs Association's Annual General Meeting, Conferences and Trade Show;
 - (5) The reasonable cost of Directors and officers attending any community or charity function as a representative of the Club when authorized by the Board to do so.
 - (6) The reasonable cost of a laptop or iPad or other similar device.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors or officers of the Club.

SECOND ORDINARY RESOLUTION

Notes on the Second Ordinary Resolution regarding Directors' expenses

- 1. Directors carry out many duties in relation to the Club. These duties include attending Board and Committee meetings, meeting with and entertaining guests in the Club, and representing the Club at various events.
- 2. The Second Ordinary Resolution seeks approval of expenditure for the type of expenses listed in the resolution, reasonably incurred by directors in the course of carrying out their duties.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act: -

- (a) The Members hereby approve and agree to expenditure by the Club in a sum not exceeding \$9,000.00 until the Annual General Meeting of the Club held in 2024 for the following activities:
 - (1) Reasonable expenditure for a meal and beverage for each Director immediately before or after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (2) Reasonable expenditure 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 proper documentary evidence of such expenditure;
- (3) Reasonable expenditure on food and refreshment for each Director and one guest of that Director dining in one of the Club's dining rooms on no more than eight occasions on production of invoices, receipts and other proper documentary evidence of such expenditure when such expenditure is approved by the Board at the next monthly Board meeting as being reasonable and properly incurred in the course of that Director's duties in relation to the Club;
 - (4) Reasonable expenditure on food and refreshment for Directors and senior management entertaining guests of the Club in the Club's dining rooms on production of invoices, receipts and other proper documentary evidence of such expenditure when such expenditure is approved by the Board at the next monthly Board meeting as being properly incurred in the course of that Director's or senior management officer's duties in relation to the Club and as being reasonable;
 - (5) Reasonable expenditure on a Club blazer and attire for each Director who does not possess such item of clothing.
- (b) The Members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors or officers of the Club.

SPECIAL RESOLUTION

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

That the Constitution of Katoomba RSL All Services Club Limited be amended by:

- (a) **inserting** the following new Rule 16(g):

Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to

- (i) implement house polices for the responsible service of liquor and the responsible conduct of gambling;*
- (ii) include in those polices measures to assist in the harm minimisation objects;*
- (iii) take steps to enforce those policies; and.*
- (iv) without limiting the generality of Rule 9.7(c), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies*

- (b) **deleting** Rule 52 and inserting the following new Rule 52:

The Board shall consist of seven (7) directors, comprising a President, a Vice President and five (5) ordinary directors.

- (c) **deleting** Rules 56(aa) to 56(dd) and **inserting** the following new Rule 56(aa):

"As soon as practicable after each Annual General Meeting, the Board shall meet to elect from among their number a President and Vice President. Subject to this Constitution, the Directors elected by the Board to hold those offices will serve in those offices until the conclusion of the subsequent Annual General Meeting."

(d) **deleting** Rules 110 to 111B and **inserting** the following new Rules:

110 *A notice may be given by the Club to any member either:*

- (a) *personally;*
- (b) *by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) *by sending it by any electronic means;*
- (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) *by any other method permitted by the Corporations Act.*

111 *Where a notice is sent by post to a member in accordance with Rule 44.1, the notice shall be deemed to have been received by the members on the day following that on which the notice was posted.*

111A *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*

111B *Where a member is notified of a notice in accordance with Rule 44.1(d), the notice is taken to have been received on the day following that on which the notification was sent.*

111C *If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.*

Notes to Members on Special Resolution

1. **Paragraph (a)** of the Special Resolution contains new provisions which refer to the Club's responsible service of alcohol policy and responsible conduct of gaming policy and provide that the Club can take action to enforce those policies, including removing persons from the premises, and denying them access to the premises. This reflects a pro active approach to harm minimisation.
2. **Paragraph** Error! Reference source not found. of the Special Resolution updates the composition of the Board to reflect the current number of directors and remove transitional provisions that were introduced when then number of directors was reduced form 9 to 7.
3. **Paragraph (c)** of the Special Resolution will update the Rules in relation to the election of the President and Vice President. A number of years ago, these Rules were amended to provide for maximum terms, and then maximum three year terms for each office. The term limits were removed from the Constitution in 2021. However, Rules 56(aa) to 56(dd) were not amended at that time and still refer to 3 year terms for the President and Vice President. Paragraph 0 will delete this.
4. **Paragraph (d)** updates the Rules in relation to notifications to members.

VOTING FOR DIRECTORS

Proxy Voting is not permissible

1. The Board will appoint at least two (2) Scrutineers to assist the Returning Officer. Each nominee has the right to appoint one (1).
2. Each member will receive a Ballot paper at the place of voting, PROVIDED he or she can show their current membership card and is eligible to vote in the election.
3. The Ballot paper shall contain names of all duly nominated candidates for election to the Board. The order in which names appear on the ballot paper shall be determined by lot.
4. The voter shall mark his or her ballot paper by consecutive numbers, in order of preference from first to last, all squares MUST be numbered.
5. In any case of doubt as to the formality of the ballot paper the matter shall be referred to the Returning Officer whose decision shall be final.
6. In the event of an equality of votes for two or more candidates, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
7. At the closing of the Ballot, the Returning Officer and the authorized persons, assisted by the Scrutineers shall proceed with the examination of the ballot papers and shall report the results to the Annual General Meeting, then declare such Candidate or Candidates who received the greatest number of votes duly elected.
8. The votes to be counted will be equal to the number of positions to be filled. That is as three positions on the Board are to be elected this year under the triennial election of Directors, votes 1 to 3 will be conducted and will have equal value.
9. In accordance with Rule 33(d) of the Constitution no member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
10. A nomination can be withdrawn at any time prior to the commencement of the voting.
11. Any member who wishes to nominate should contact the Chief Executive Officer.

VOTING TIMES IF VOTING IS REQUIRED

KATOOMBA RSL ALL SERVICES CLUB

MONDAY 13 NOVEMBER 2023	6:00pm – 8:00pm
THURSDAY 16 NOVEMBER 2023	6:00pm – 8:00pm
FRIDAY 17 NOVEMBER 2023	6:00pm – 8:00pm
SATURDAY 18 NOVEMBER 2023	2:00pm – 4:00pm