



## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Oatley RSL & Community Club Limited (ABN 21 129 788 692) will be held at the Club premises, 23 Letitia Street, Oatley on **Sunday 5<sup>th</sup> May 2025 at 3:30pm.**

### **BUSINESS**

1. Apologies.
2. To confirm the minutes of the Annual General Meeting held on Sunday 14<sup>th</sup> April 2024
3. To receive and consider the President's Report, Directors Report, Financial Report and Auditor's Report.

Note If members have questions on the Financial Report, they are respectfully requested to submit them to the Chief Executive Officer at least seven (7) days before the Annual General Meeting so that, if necessary, the matter can be appropriately researched before the Annual General Meeting.

4. To declare the results of the election of Directors.
5. To consider and, if thought fit, pass the Ordinary Resolutions set out below.
6. To consider and, if thought fit, pass the Special Resolutions set out below.
7. To transact any other business which may be transacted pursuant to the Club's Constitution.
8. Suggestions for incoming Board.

### **ORDINARY RESOLUTIONS**

#### **FIRST ORDINARY RESOLUTION**

Pursuant to the Registered Clubs Act,

- (a) "That the members hereby approve expenditure by the Club in a sum not exceeding \$25,000 for the professional development and education of Directors, during the twelve months period preceding the 2025 Annual General Meeting, including;
  - (i) Reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
  - (ii) Reasonable cost of Directors attending other Clubs for the purpose of observing facilities and methods of operation;
  - (iii) Reasonable cost of Directors attending meetings and seminars of ClubsNSW, and other Associations of which the Club is a member;
  - (iv) Attendance at functions with partners where appropriate and required, to represent the Club;
- (b) The members acknowledge that the benefits in (a) above are not available to Members generally, but only for those who are Directors of the Club and those members directly involved in the above activities.

#### **SECOND ORDINARY RESOLUTION**

Pursuant to the Registered Clubs Act,

- (a) "That the members hereby approve expenditure by the Club in a sum not exceeding \$17,000 for the following purposes, during the twelve months period preceding the 2025 Annual General Meeting, subject to approval of the Board of Directors;
  - (i) Sponsorship of Intra-Clubs; youth development in the district; hospitality to community leaders; presentations to Members or other persons acknowledging service deemed by the Directors to be of benefit to the Club;
  - (ii) Sponsorship of sporting events and charity days deemed by the Directors to be of benefit to the Club and/or the community;
  - (iii) The cost of a meal and beverage for each Director at a reasonable time before or after a Board or committee meeting, on the day of that meeting;

- (iv) Reasonable expenses incurred by Directors in travelling to and from Directors Meetings or other duly constituted meetings, either within the Club or elsewhere, as approved by the Board on the production of documentary evidence of such expenditure;
  - (v) Provision of one (1) car parking spaces adjacent to the Club;
  - (vi) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other 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;
  - (vii) Reasonable cost of Directors attending an end of year dinner prior to the Annual General Meeting;
  - (viii) Provision to Directors of a Club jacket and associated apparel for use at special functions and engagements when representing the Club;
  - (ix) Reasonable cost associated with ANZAC Day functions and other commemorative days held during the year, which is in keeping with objects of the RSL;
- (b) The members acknowledge that the benefits in (a) above are not available to Members generally, but only for those who are Directors of the Club and those directly involved in the above activities.

### **THIRD ORDINARY RESOLUTION**

The members hereby approve:

- (a) the payment of the following honorariums for directors for services as directors until the Annual General Meeting in 2026:
- (1) President – \$5,000; and
  - (2) Vice President – \$4,000; and
  - (3) Treasurer – \$4,000; and
  - (4) Ordinary Director – \$3,000.
- (b) Such honorarium is to be paid weekly or such other instalments as the Club and the Directors may agree from time to time. If a director only holds office for part of the term, the honorarium shall be paid on a pro rata basis.

### **EXPLANATORY NOTES TO MEMBERS**

#### **FIRST ORDINARY RESOLUTION**

The purpose of the First Ordinary Resolution is to meet the disclosure requirements of the Corporations Act and Registered Clubs Act. It relates to expenditure by the Club for the professional development and education of Directors as well as ensuring that Directors keep up to date with current Club industry development and that the Club is represented by selected Directors at the various meetings of Associations of which the Club is a member. Adoption by members will confirm and set an upper limit on the amount to be expended.

#### **SECOND ORDINARY RESOLUTION**

The purpose of the Second Ordinary Resolution is again to meet the disclosure requirements of the Corporations Act and Registered Clubs Act. It relates to expenditure shown in the Club's Annual Accounts under various headings and approved by the members when the annual accounts are adopted. Adoption by members will confirm and set an upper limit on the amount to be expended.

#### **THIRD ORDINARY RESOLUTION**

The purpose of the Third Ordinary Resolution is to have members approve an honorarium for directors of the Club for duties performed by those directors until the next Annual General Meeting.

The honorarium will be paid on a pro rata basis which means that if a director only holds office for part of the year, the director will only receive part of the honorarium. The amounts have been reviewed and benchmarked against similar clubs.

### **PROCEDURAL MATTERS FOR ORDINARY RESOLUTIONS**

1. To be passed, an Ordinary Resolution must receive votes in its favour from a majority (50% + 1) of those members who, being eligible to do so, vote in person in the Ordinary Resolution at the meeting.
2. The Registered Clubs Act provides that:

- (a) members who are employees of the Club are not entitled to vote; and
- (b) proxy voting is prohibited.

## **SPECIAL RESOLUTIONS**

### **FIRST SPECIAL RESOLUTION**

"That the Constitution of Oatley RSL & Community Club Limited be amended as follows:

1. In rule 30, replacing the words "The following persons" with the words "Any person" in definitions, as follows:

so that the rule will respectively read as follows:

Any person in accordance with procedures established by the Board may be made Temporary members of the Club.

2. Delete rule 30 (a)
3. Delete rule 30 (b)
4. Delete rule 30 (c)
5. Delete rule 30 (d)

### **SECOND SPECIAL RESOLUTION**

That the Constitution of Oatley RSL & Community Club Limited be amended as follows:

1. Delete rule 51 (b)

### **THIRD SPECIAL RESOLUTION**

That the Constitution of Oatley RSL & Community Club Limited be amended as follows:

1. Amend Rule 42 as follows:

Add the following clauses so that the rule will respectively read as follows:

- (e) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (f) If the member charged does not comply with the warning given in accordance with paragraph (e) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.

### **FOURTH SPECIAL RESOLUTION**

That the Constitution of Oatley RSL & Community Club Limited be amended as follows:

2. Amend Rule 42 as follows:

Delete Rule 42(l) and add the following clauses so that the rule will respectively read as follows:

- (n) If a notice of charge is issued to a member pursuant to Rule 42(a):
  - i. the Board by resolution; or
  - ii. the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the

Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

- (o) If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
- (p) In respect of any suspension pursuant to Rule 42(o), the requirements of Rule 42(a-m) shall not apply.
- (q) If the Secretary (or his or her delegate) exercises the power pursuant to Rule 42(o), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
  - i. the member has been suspended as a member of the Club; and
  - ii. the period of suspension;
  - iii. the privileges of membership which have been suspended; and
  - iv. if the member wishes to do so, the member may request by notice in writing sent to the Secretary the matter be dealt with by the Board pursuant to Rule 42(a-m).
- (r) If a member submits a request under Rule 42(q)iv:
  - i. the member shall remain suspended until such time as the charge is heard and determined by the Board; and
  - ii. the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 42(a-m);
- (s) The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
- (t) The Rule 42 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 45 of this Constitution and the powers contained in section 77 of the Liquor Act.

## **EXPLANATORY NOTES TO MEMBERS**

### **FIRST SPECIAL RESOLUTION**

The purpose of the First Special Resolution is to amend the constitution in line with new legislation.

In November 2024, Member clubs were advised that the removal of the five-kilometre (5km) rule has received Royal Assent.

Clubs were advised that they could keep or remove the five-kilometre rule until 31 December 2025 (without the need to amend the club's constitution). After then, clubs must ensure their constitutions reflect their decision on whether to retain the rule.

### **SECOND SPECIAL RESOLUTION**

The purpose of the Second Special Resolution is to amend the constitution to remove the requirement for one Sub Branch Member to be on the Board of Directors

1. Currently, at least 1 of the 7 Board members must be RSL members.
2. If the Special Resolution is passed, rule 51(b) will be deleted and the requirement for RSL members on the Board will be removed.
3. The reasons for the proposed change to rule 51(b) of the Constitution are as follows:
  - (a) the RSL members are a relatively small percentage of the members in respect of the total membership of the Club;
  - (b) the likely further reduction in the percentage of RSL members in respect of the total membership of the Club over time;

- (c) recommendations of the Independent Pricing and Regulatory Tribunal's review of the Registered Clubs Industry (report dated June 2008) pertaining to lessening restrictions on Board membership (in order to widen the range of people who can become Board members); and
  - (d) providing a more balanced representation of the overall Club membership and the likely widening of the range of people who will seek to hold office on the Board.
  - (e) there is a potential for a conflict of interest as the Club has a lease with the Sub Branch
4. The Board considers the proposed replacement of rule 51(b) to be progressive.
  5. The position of RSL members generally in relation to the Club is not considered to be endangered by reducing the minimum number of RSL members on the Board. The Club's objects include supporting the objects of the Returned Services League of Australia.

### **THIRD SPECIAL RESOLUTION**

The purpose of the Third Special Resolution is to amend the constitution with respect to Disciplinary Hearings.

Amend rule 42

The rule change allows the chairperson of a Disciplinary Hearing to deem that a member is not acting in an appropriate manner and, after a warning, remove them from the meeting and consider and deal with the charge in the absence of the member.

This rule change protects the members of the Disciplinary Hearing whilst allowing them to resolve the matter at that meeting rather than reconvening with no guarantee that the inappropriate behaviour will not continue.

### **FOURTH SPECIAL RESOLUTION**

The purpose of the Fourth Special Resolution is to amend the constitution with respect to Disciplinary Hearings.

Amend rule 42

The rule change allows both the Secretary and Board by resolution to suspend members subject to a disciplinary hearing.

There is also a new provision for the Secretary to suspend a member for a period of up to 12 months. This is subject to a member having the right to have the matter heard by the Board and, if delegated, the Disciplinary Committee.

### **PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS**

1. To be passed, a Special Resolution must receive votes in its favour of not less than three quarters (75%) of those members who, being eligible to do so, vote in person in the Special Resolution at the meeting.
2. The Registered Clubs Act provides that:
  - (c) members who are employees of the Club are not entitled to vote; and
  - (d) proxy voting is prohibited.

Dated 4<sup>th</sup> April 2025.  
David Brace  
Chief Executive Officer  
By the Direction of the Board.

OATLEY RSL & COMMUNITY CLUB LTD.  
23 LETITIA ST OATLEY, NSW 2223  
(02) 9580 2002  
WWW.CLUBOATLEY.COM.AU  
ABN: 21 129 788 692