

SHOALHAVEN EX SERVICEMEN'S CLUB LIMITED
ABN 81 000 845 358

NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL RESOLUTIONS

NOTICE is hereby given of the Annual General Meeting of **SHOALHAVEN EX SERVICEMEN'S CLUB LIMITED** which is to be held on **Sunday the 24th June 2018** commencing at 10 am at the premises of the Club, Junction Street, Nowra, New South Wales.

BUSINESS

Part of the business of the meeting will be to consider, and if thought fit, pass the two (2) Special Resolutions set out below.

Procedural Matters for the Special Resolutions

1. To be passed, a 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. Members should read the Special Resolutions and the notes to members which follow the Special Resolutions.
3. **The following members are entitled to vote on the Special Resolutions:**
 - (a) **Life members; and**
 - (b) **Life members (Associate);**
 - (c) **financial Service members;**
 - (d) **financial Associate members with at least five (5) years of continuous membership.**
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. 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.
6. The Board of the Club recommends the Special Resolutions to members.

1 SPECIAL RESOLUTION

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

That the Constitution of Shoalhaven Ex Servicemen's Club Limited (**the Club**) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the Club's existing Memorandum and Articles of Association (**Articles**).

Notes to Members on the First Special Resolution

1. The First Special Resolution proposes to adopt a new Constitution to replace the Club's existing Memorandum and Articles of Association (**Articles**).
2. Please refer to the Explanatory Memorandum which accompanies this notice as it sets out a summary of the proposed new Constitution.
3. If members would like a copy of the proposed new Constitution or the existing Articles, they can be obtained from the Club's reception on request.
4. A copy of the proposed new Constitution and the existing Articles are also on display on the Club's Notice Board.

2 SPECIAL RESOLUTION

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

Provided the First Special Resolution is passed, that the Constitution of Shoalhaven Ex Servicemen's Club Limited adopted pursuant to the First Special Resolution be amended by:

- (a) **inserting** the following new Rule 3.1(d) and **renumbering** the remaining provisions of Rule 3.1 accordingly:

*“(d) **“Board Appointed Director”** means a person appointed to the Board in accordance with Rule 27.1(b), the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 35.3 of this Constitution”.*

- (b) **deleting** Rule 27.1 and in lieu thereof **inserting** the following new Rule 27.1:

“27.1 (a) Subject to Rule 27.1(b) and Rule 35, the Board shall consist of eight (8) directors who shall comprise:

(i) a President (who shall be either a Life member (Service) or a Service member); and

(ii) two (2) Vice Presidents (one of whom shall be a Life member (Service) or a Service member and one of whom shall be a Life member (Associate) or an Associate member with at least 5 years consecutive membership of the Club);

(iii) a Treasurer (who shall be a Life member (Service), a Life member (Associate) or a Service member or an Associate member with at least 5 years consecutive membership of the Club);

(iv) four (4) other ordinary directors (two of whom shall be Life members (Service) or Service members and 2 of whom shall be Life members (Associate) or Associate members with at least 5 years consecutive membership of the Club).

(b) The Board may appoint up to two (2) Board Appointed Directors provided any proposed appointment under this Rule does not cause the number of directors on the Board to exceed nine (9) at any time.

(c) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.

(d) Board Appointed Directors only have to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and do not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership.”

Notes to Members on the Second Special Resolution

1. The Second Special Resolution proposes to provide the Board with the power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies) (**Board Appointed Directors**).
2. In this regard:
 - (a) The Registered Clubs Act and Registered Clubs Regulations enable boards of registered clubs to appoint up to two (2) Board Appointed Directors to the Board **provided any proposed appointment does not cause the number of directors on the Board to exceed nine (9)**.
 - (b) The power of the Board to appoint Board Appointed Directors is intended to allow boards to identify persons with particular skills, expertise and experience which may be beneficial to the registered club and allow the Board to appoint those persons to the Board.
 - (c) The power of the Board to appoint Board Appointed Directors will apply irrespective of whether or not the Second Special Resolution is passed.

- (d) Although it is not legally required to do so, the Board believes that it is prudent for the Constitution to include provisions relating the appointment of Board Appointed Directors so members are aware of the provisions and their operation.
 - (e) The provisions to be inserted into the Constitution reflect the Registered Clubs Act and Registered Clubs Regulations and do not provide the Board with any powers over and above those contained in the Registered Clubs Act and Registered Clubs Regulations.
 - (f) For the avoidance of doubt:
 - (i) the directors appointed to the Board are in addition to the eight (8) directors elected by members or appointed by the Board to fill casual vacancies; and
 - (ii) the Board is not required to appoint persons to the Board but it may do so if it wishes;
 - (iii) any person appointed by the Board to be a director only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in the Constitution such as belonging to a particular category of membership;
 - (iv) if a person is appointed to the Board, the Club must, within twenty one (21) days of the appointment, display a notice on the Club's noticeboard and website stating the reasons for the person's appointment, the person's relevant skills and qualifications and any payments to be made to the person in connection with his or her appointment.
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Dated: 11.5.18

By direction of the Board

Bernie Brown - Chief Executive Officer

AGENDA

1. Opening – Apologies
 2. Minutes of the 70th Annual General Meeting.
 3. Business Arising from the minutes.
 4. Correspondence.
 5. Annual Report by President.
 6. Treasurer's Report and Adoption of Financial Report, Director's Report and Auditor's Report for the year ended 31st March 2018. (See Notes 1 and 2).
 7. Election of Board of Directors.
 8. To consider and if thought fit to pass the following Ordinary Resolution:-
 - “That pursuant to Section 10(1)(i) of the Registered Club's Act, which states as follows:-
 - “(i) A member of the Club whether or not he or she is a member of the governing body, or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.”
- The members of the Shoalhaven Ex-Servicemen's Club Limited approve that the Board of Directors and Senior Management, during the 12 month period preceding the 2019 Annual General Meeting, receive the following benefits:-
- a) The Provision of reasonable meals and beverages at Board meetings.
 - b) The provision of reasonable expenses in travelling to and from Board meetings or any other constituted meetings or duties as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure.
 - c) The provision to the Board of Directors and invited guests with two Board dinners per annum.
 - d) The reasonable cost of Directors attending the Annual General Meeting of Clubs NSW and the RSL and Services Clubs Association.
 - e) The reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be

- approved by the Board from time to time.
- f) The provision of a uniform consisting of a suit, shirts and a tie for Directors and Life Members.
 - g) The provision of a Christmas bottle of Scotch or equivalent to Directors and Life Members.
 - h) The provision to the Board of Directors and invited guests with a Certificate of Merit Presentation function.
 - i) The provision of reasonable expenditure on food and refreshments for Directors and Senior Management officers attending and/or entertaining dignitaries and/or guests of the Club at functions (whether on Club premises or otherwise) including the Presidents Anzac Day Smoko, The Annual Corporate Suppliers Golf Day and other marketing or promotional events or activities provided such expenditure is approved by the Board from time to time as being reasonable and properly incurred.
 - j) That all Club Directors receive, upon retiring from the Board and after having completed a minimum of five years continuous service, a farewell gift of appreciation to the value of \$500.00 and an extra \$100.00 per annum for each full year completed thereafter up to a maximum of \$3,000.00 in recognition of conspicuous service rendered to the Club.”

And the members acknowledge that by passing this resolution the benefits listed above are not available to members generally.

10. To consider, and if thought fit to, pass the two (2) special resolutions as above.

11. Any other General Business the meeting may approve.

NOTE 1.

The Corporations Act does not require the Club to post out the Financial Reports, Director's Reports and Auditor's Reports to members unless they elect in writing, to receive a hard copy or electronic copy and to this end the reports are available electronically on the Club's website at:-

<http://www.exservos.com.au/reports/> or alternatively a hard copy may be obtained for collection or posted out from the office at the Club's Junction Street premises.

NOTE 2.

Members are requested to advise the Secretary Manager, in writing, seven (7) days prior to the date of the Annual General Meeting of any query relating to the Financial Accounts on which information may be required. Such information will be extracted from the records and be available at the Annual General Meeting.

NOTE 3.

Explanatory memorandum for proposed new constitution will be made available on the Club's website at: <http://www.exservos.com.au/reports/>. Alternatively people can request a hard copy from the Club's main office at 157 Junction Street, Nowra.