

SHOALHAVEN EX SERVICEMEN'S CLUB LIMITED

ABN 81 000 845 358

NOTICE OF GENERAL MEETING AND SPECIAL RESOLUTIONS

NOTICE is hereby given that at a General Meeting of SHOALHAVEN EX SERVICEMEN'S CLUB LIMITED which is to be held on **WEDNESDAY 16TH JUNE 2021** commencing at **7pm** at the premises of the Club, **131 Greenwell Point Rd, Worrigeer**, New South Wales, the members of the Club will be asked to consider and if thought fit pass the following resolutions, both of which are proposed as Special Resolutions.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. Only Life members, Service members and in the case of Associate members only those who have had at least 24 months continuous membership at the Club as at the date of the meeting are entitled to vote on the Special Resolutions.
2. To be passed, each Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
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 a 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 Resolutions to members.

FIRST SPECIAL RESOLUTION

The First 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 to be held in 2021 and for the purposes of the election process for the Board to be held prior to the Annual General Meeting in 2021, the Constitution of Shoalhaven Ex Servicemen's Club Limited be amended by deleting Rule 27.1 and in lieu thereof inserting the following new Rule 27.1:

"27.1 (a) (i) Subject to Rule 27.1(b) and Rule 35, the Board shall consist of eight (8) directors who shall comprise a President, two (2) Vice Presidents, a Treasurer and four (4) other ordinary directors.

(ii) Subject to Rule 27.1 (b) and Rule 35, with effect from and for the purposes of the Annual General Meeting to be held in 2021, the number of directors on the Board will be reduced from eight (8) to seven (7) and the Board shall comprise of a President, two (2) Vice Presidents and four (4) Ordinary directors. To facilitate the reduction, only two (2) directors (not including the position of Treasurer) will be elected at the Annual General Meeting to be held in 2021 (as opposed to three (3)) and the position of Treasurer will be removed from the Board."

and by deleting existing Rule 30.4 which deals with the quorum of directors required for director's meetings and replacing it with the following new Rule 30.4.

"30.4 The quorum for a meeting of the Board shall be four (4) members of the Board provided that any quorum must include at least the President and one of the Vice Presidents."

Notes to Members on the First Special Resolution

1. The First Special Resolution proposes to reduce the number of directors from eight (8) to seven (7) and at the same time remove the position of Treasurer from the Board of Directors of the Club.
2. The Board is currently elected in accordance with the Triennial Rule set out in the Registered Clubs Act. Under the Triennial Rule, directors are elected to three (3) year terms of office and a third of the Board is elected each year.
3. When the Triennial Rule was adopted, the directors were divided into two (2) groups of three (3) directors and one group of 2 directors (being a total of eight (8) directors).
4. If the Special Resolution is passed by members at the upcoming General Meeting, the number of directors will be reduced from eight (8) to seven (7) and the position of Treasurer will be removed from the Board. This change will take effect from the Annual General Meeting of the Club held in 2021 and for the purposes of the election process for the Board before the AGM in 2021.
5. The proposal is to deal with the First Special Resolution before the usual voting for the Board takes place. If the First Special Resolution is approved by members, then there will be no requirement to run a ballot for the position of Treasurer if in fact more than one nomination is received for that position.
6. If the First Special Resolution is not approved, then the Board will remain the same.
7. The Board, including the director who has carried out the role of Treasurer over the last 3 years supports the move to remove the position from the Board.
8. The Board acknowledges the very important role the Treasurer of the Club has played in the Club's development over the years. The Board are however now of the view that, with the detailed level of financial reporting which is available from the Club's professional management team and the Club's internal financial team, there is no longer a need for the role of Treasurer on the Board.
9. In the days past other directors would rely heavily on the Treasurer for financial information but the law now requires for each director to have a certain degree of financial literacy in order to carry out their role and it is not possible to delegate all responsibility onto one director for financial matters.
10. In addition to the reduction in the Board size from 8 to 7 the First Special Resolution (item (b) will change the quorum for a Board meeting from 5 to 4 with the requirement that the President and one of the Vice Presidents must be part of that quorum.

SECOND SPECIAL RESOLUTION

The Second 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 be amended by:

(a) **inserting** the following new Article 12.5:

"12.5 The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason."

(b) **deleting** existing rule 19 and the heading and **inserting** the following new heading and Rule 19:

“19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS

19 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.”

(c) **inserting** the following new Rule 30.8A

“30.8A In addition to Rule 30.8A, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her email response agreeing to the proposed resolution.”

(d) **deleting** Rule 33 and **inserting** the following new Rule 33:

“TRAINING DISCLOSURES

33.1 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary, and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons of directors, the Secretary, and managers of the Club for any exemptions from undertaking the training prescribed by the Registered Clubs Regulation.

33.2 The Club must 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.”

(e) **inserting** the following new headings and Rules 36.40, 36.41 and 36.42 inclusive:

“CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

36.40 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Article will not operate in relation to a meeting called pursuant to a request or requisition of members.

WITHDRAWAL OF RESOLUTIONS

36.41 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

USE OF TECHNOLOGY FOR GENERAL MEETINGS

36.42 The Club may hold a general meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.”

(f) **deleting** Rules 44.1 to 44.3 and **inserting** the following new Rules 44.1 to 44.5 inclusive:

“44.1 A notice may be given by the Club to any member either:

- (a) personally; or
- (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 to the electronic address (if any) nominated by the member;
- (d) by notifying the member in accordance with Article 44.2 (in the case of notices of general meetings (including Annual General Meetings) only).

44.2 If the member nominates:

- (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
- (b) an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means).

- (c) that the notice of meeting is available; and
- (d) how the member may use the nominated access means to access the notice of meeting.

44.3 Where a notice is sent by post to a member in accordance with Article 44.1 the notice shall be deemed to have been received by the members:

- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

44.4 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

44.5 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 44.2, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”

Notes to Members on Second Special Resolution

1. The Second Special Resolution proposes a series of amendments to the Club’s Constitution to bring it into line with the Corporations Act, Liquor Act, Registered Clubs Act, and their associated regulations.
2. **Paragraph (a)** clarifies that the Club can terminate the membership of a Provisional member at any time without notice and without having to provide any reason.
3. **Paragraph (b)** clarifies that members must advise the Secretary of changes to their contact details.
4. **Paragraph (c)** clarifies that a board resolution can be passed by way of email. This is permitted by the Corporations Act.
5. **Paragraph (d)** amends existing provisions regarding corporate governance and accountability to bring the Constitution into line with the Corporations Act and Registered Clubs Act.
6. **Paragraph (e)** amends existing provisions relating to general meetings to bring the Constitution into line with the Corporations Act.
7. **Paragraph (f)** amends existing provisions relating to notices to members to bring the Constitution into line with the Corporations Act.

By direction of the Board



Bernie Brown
Chief Executive Officer