

**SHOALHAVEN EX-SERVICEMEN'S CLUB LTD
(ACN 000 845 358)****NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given of the Annual General Meeting of the **SHOALHAVEN EX-SERVICEMEN'S CLUB LTD** to be held on **Sunday, 23 June 2024** commencing at the hour of **10am** at the premises of the Club, 157 Junction Street, Nowra, New South Wales.

AGENDA

1. Welcome and apologies.
2. To receive and consider the minutes of the 76th Annual General Meeting of the Club held on Sunday 25 June 2023 and any business arising from the minutes.
3. Correspondence.
4. To receive and adopt for the financial year ending 31 March 2024:
 - (a) the Financial Report of the Club;
 - (b) the Directors' Report;
 - (c) the Auditor's Report.
5. The election of the Board of directors (if required).
6. To consider and if thought fit pass the Ordinary Resolutions set out below.
7. To consider and if thought fit pass the Special Resolution set out below.

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 Chief Executive Officer, 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.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976:

- (a) 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** and an extra **\$100** per annum for each full year completed thereafter **up to a maximum of \$3,000** in recognition of services rendered to the Club.
- (b) The members approve the payment of **\$1,000** as the honorarium to the President in relation to services rendered to the Club until the Annual General Meeting to be held in 2025.

NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed First Ordinary Resolution set out above:]

1. The First Ordinary Resolution proposes that the members approve an honorarium payment to the President, in relation to the services provided by the President to the Club until the next Annual General Meeting in 2025. The First Ordinary Resolution also proposes that the members approve an honorarium payment to any of the Club's retiring ordinary Directors to acknowledge the considerable contribution each director makes to serve on the Club's Board.
2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year. The amounts of the honorariums proposed above are the same as those approved by members at the Annual General Meeting held in 2023.
3. The members acknowledge that the benefits in the First Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976 the members hereby approve expenditure by the Board of **Shoalhaven Ex-Servicemen's Club Ltd** until the next Annual General Meeting of the Club for the following expenses subject to approval by the Board of Directors:

- (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 & Spouse attending the Annual General Meeting of Clubs NSW and the RSL and Services Clubs Association per the training and study tour policy.
- (e) The reasonable cost of Directors & Spouse attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events domestic or international as may be approved by the Board from time to time per the training and study tour policy.
- (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 gift voucher of \$50 to Directors and Life Members.
- (h) The provision of reasonable expenditure on food and refreshments for Directors attending and/or entertaining dignitaries and/or guests of the Club at functions (whether on Club premises or otherwise) including the Presidents ANZAC Day Luncheon, 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.
- (i) Directors education and training, including seminars, attendance at other clubs for the purpose of research and benchmarking, courses and conferences to comply with Club governance legislation.
- (j) The provision of reasonable refreshments and travel expenses (upon production of a valid receipt) associated with each Board or Committee meeting of the Club.
- (k) Reasonable expenses incurred by Directors either within the Club or other venues in relation to such other duties including entertainment of special guests of the Club.
- (l) Provision of corporate director uniform and laundering including suit, shirt and tie.

The members acknowledge the benefits above are not available to members generally, but only for those who are elected to the Board of directors.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed Second Ordinary Resolution set out above:]

1. The Second Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments, which may have a significant bearing on the Club and for other out of pocket expenses. Included in the Second Ordinary Resolution is the cost of Directors attending functions as representatives of the Club.
2. Section 10(6)(d) of the *Registered Clubs Act* allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Second Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.
3. Section 10(6A) of the *Registered Clubs Act* provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.
4. The benefits in the Second Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.

SPECIAL RESOLUTION

[The 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 Ltd be amended by:

- (a) **inserting** the following definition into Rule 3.1 in alphabetical order:

““Liquor or Gaming Policy” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.”

- (b) **inserting** new Rule 9.7:

“9.7 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.”

- (c) **deleting** Rule 10.3 and in its place **inserting** the following new Rule 10.3:

“10.3 Unless otherwise determined by the Board, the Full membership of the Club shall be divided into the following categories:

- (a) Service members;*
- (b) Associate members;*
- (c) Limited members;*
- (d) Junior members; and*
- (e) Life members.”*

- (d) **deleting** Rule 10.5 and in its place **inserting** the following new Rule 10.5:

“10.5 Deleted.”

- (e) **inserting** new Rule 10.11A as follows:

““LIMITED” MEMBERS

10.11A “Limited” members shall be persons who have attained the age of eighteen (18) years and are elected to “Limited” membership of the Club. Subject to the requirements of the Registered Clubs Act, Limited members are only entitled to such playing and social privileges and advantages of the Club as may be

determined by the Board from time to time and to introduce guests to the Club. "Limited" members shall not be entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership."

(f) **deleting** Rule 11.3 and in its place **inserting** the following new Rule 11.3:

"11.3 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription (if any) shall be deposited at the office and the Secretary shall cause the name of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club."

(g) **deleting** Rule 12.2(b) and in its place **inserting** the following new Rule 12.2(b):

"(b) the joining fee (if any) and subscription submitted with the nomination (if any) shall be returned to that person."

(h) **deleting** Rule 15.1 and in its place **inserting** the following new Rule 15.1:

"15.1 A person shall not be admitted as a Service member, Associate member, "Limited" member or Junior member of the Club unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club."

(i) **deleting** Rule 15.4(f) and **inserting** the following new Rule 15.4(f):

"(f) a statement to the effect that the applicant agrees to be bound by the constitution, any By-laws and any policy of the Club including any Liquor or Gaming Policy."

(j) **inserting** at the beginning of Rule 15.5 "Except in the case of an online electronic application for membership,".

(k) **inserting** new Rule 15.6 and **renumbering** the remaining provisions accordingly:

"15.6 Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board by a By law from time to time."

(l) **deleting** renumbered Rule 15.9 and in its place **inserting** the following new Rule 15.9:

"15.9 The full name of each applicant for membership whether it is in hard form or created electronically, shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days."

(m) **inserting** new Rule 15.12 as follows:

"15.12 A candidate for membership who has their application for membership rejected by the Board (unless such rejection was based on false information supplied to the Board) shall not be able to lodge a further nomination for membership within the period of 12 months from the date that their application for membership was rejected."

(n) **deleting** Rules 16.4 and 16.5 and in their place **inserting** the following new Rules 16.4 and 16.5:

"16.4 The Secretary shall arrange for notices to be placed on the Club's Notice Board, on the Club's website and around the Club's premises reminding members of the due date for renewals of membership including the payment of any annual subscription being 31 March in each year and the due date for the payment of any levy or other payment in Rule 16.3."

16.5 *Any person who has not renewed their membership by the due date and/or paid his or her joining fee, subscription, levy or other payment by the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.*"

(o) **deleting** Rule 23.1(c) and in its place **inserting** the following new Rule 23.1(c):

"(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, the Gaming Machines Act or the Liquor Act;"

(p) **deleting** Rule 23.1(f) and in its place **inserting** the following new Rule 23.1(f):

"(f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant;"

(q) **inserting** new Rule 27.4(n) as follows:

"(n) is a director of another registered club;"

(r) **deleting** Rule 27.7 and in its place **inserting** the following new Rule 27.7:

"27.7 A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the date that the candidate submits their nomination for office as referred to in Rule 28.1(c) or the proposed date that a member is to be appointed to the Board."

(s) **deleting** Rule 28.1(i) and in its place **inserting** the following new Rule 28.1(i):

"(i) A nomination can be withdrawn by the nominee at any time prior to the close of nominations and by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board."

(t) **deleting** Rule 28.1(l) and in its place **inserting** the following new Rule 28.1(l):

"(l) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and the unfilled positions shall be casual vacancies for the purposes of Rule 35.3."

(u) **deleting** Rules 28.1(p)(i) and (ii) and in their place **inserting** the following new Rules 28.1(p)(i) and (ii):

"(i) President;

(ii) Vice President;"

(v) **deleting** Rule 30.4 and in its place **inserting** the following new Rule 30.4:

"30.4 The quorum for a meeting of the Board shall be a majority of the members of the Board."

(w) **deleting** Rule 30.9 and in its place **inserting** the following new Rule 30.9:

"30.9 A meeting of the Board may be called or held using any technology, provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time."

(x) **deleting** Rule 35.1(d) and in its place **inserting** the following new Rule 35.1(d):

"(d) is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board approving the leave of absence, unless the Board determines that their office is not vacant as a result of that absence. The Board's receipt and/or acknowledgement of any apology from a director does not constitute the written consent of the Board for a leave of absence."

(y) **deleting** Rule 36.34 and in its place **inserting** the following new Rule 36.34:

“36.34 At any general meeting of the Club (including an Annual General Meeting) convened by the Board or the members, twenty (20) members present and eligible to vote shall be a quorum.”

(z) **deleting** Rule 39.1(d) and in its place **inserting** the following new Rule 39.1(d):

“(d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board;”

(aa) **deleting** Rule 44.1(d) and in its place **inserting** the following new Rule 44.1(d):

“(d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.”

(bb) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on Special Resolution

1. The Special Resolution proposes a series of amendments to the Club’s Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (**RCA**).
2. **Paragraphs (a), (b) and (i)** provides the Club with the power to exclude persons (including members) from the premises of the Club in accordance with house policies on the responsible service of alcohol and the responsible conduct of gambling.
3. **Paragraphs (c), (e) and (h)** create a new category of membership called “Limited” members.
 - (a) Limited members are not eligible to:
 - (i) attend and vote at general meetings (including Annual General Meetings);
 - (ii) nominate for, or be elected or appointed to the Board;
 - (iii) nominate a person for Life membership;
 - (b) Limited members are only eligible to such social privileges as may be determined by the Board from time to time.
4. **Paragraph (d)** deletes an existing Rule that is no longer required by the RCA.
5. **Paragraph (f)** amends the existing Rule 11.3 in relation to the process of transferring membership categories to remove the Constitutional requirement to display the address of a transferring member on the Club’s noticeboard. This is no longer required by the RCA and to display the address would potentially breach the Club’s privacy policy. Accordingly, paragraph (f) removes this redundant requirement.
6. **Paragraph (g)** amends existing Rule 12.2(b) clarifies that should a person who has applied for membership of the Club not be admitted to membership, the Club must ensure that any subscription fees paid by the applicant are returned.
7. **Paragraphs (j), (k) and (l)** amend existing provisions relating to applications for membership of the Club to bring the Constitution into line with best practice and the RCA. The amendments allow the Club to administer membership applications via the Club’s website which is permitted by the RCA.
8. **Paragraph (m)** inserts a new provision which provides that a candidate whose membership application was rejected by the Board shall not be able to lodge a further nomination form for a period of 12 months.
9. **Paragraph (n)** amends existing provisions in relation to renewals of membership and the notice the Club will provide to members of the due dates for subscription fees.
10. **Paragraphs (o) and (p)** amend existing provisions relating to the removal of persons from the Club’s premises to bring the Constitution into line with the Liquor Act.

11. **Paragraph (q)** inserts a new circumstance whereby a member will not be eligible to nominate for or be elected to the Board by providing that a member who is a director of another registered club will not be eligible to be elected or appointed to the Board.
12. **Paragraph (r)** amends the existing Rule in relation to the requirement for directors to have a Director Identification Number as required under the Corporations Act.
13. **Paragraph (s)** clarifies that candidates are responsible for ensuring that they have correctly completed the form for their nomination for election to the Board. Rule 28.1(i) provides that a nomination for election to the Board received by the Club may be withdrawn by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.
14. **Paragraph (t)** amends the Rule in relation to when casual vacancies can be filled on the Board. The amendments remove the previous Rule that allowed for further nominations for election to the Board to be received for any unfilled positions from the floor of the Annual General Meeting. Paragraph (t) now provides that if there are any unfilled positions (i.e. due to an insufficient number of members nominating for the various positions to be elected), those positions will be casual vacancies and can be filled by the Board in due course.
15. **Paragraph (u)** amends the existing rule to correctly refer to the Club's President and Vice President (as opposed to Chairperson and Vice Chairperson).
16. **Paragraph (v)** amends the quorum required for Board meetings. The Constitution currently provides for a quorum of at least four (4) directors to be present provided that any quorum must include at least the President and one of the Vice Presidents in order for the Board to transact business at a Board meeting. The Board propose to change the quorum requirement to simply require a majority of the Club's directors to be present (and to remove the requirement for either the President or either of the Vice Presidents to be present). This is permitted by the Corporations Act and is common practice in the registered clubs industry. To illustrate, if the Club had a vacancy in the position of President, and the two Vice Presidents were unavailable to meet, under the current Rule 30.4 the Club would not have a quorum to conduct Board meetings. The proposed amendment to Rule 30.4 is intended to address this issue.
17. **Paragraph (w)** amends the existing provision relating to Board meetings to bring the Constitution into line with the Corporations Act and RCA by allowing for electronic meetings to occur.
18. **Paragraph (x)** amends the existing Rule which deals with the grounds upon which a casual vacancy on the Board of the Club will arise by providing that a director will automatically vacate their office if they are absent from Board meetings for a period of 90 days, unless the Board resolves that their office is not vacant as a result of that absence.
19. **Paragraph (y)** provides that the quorum for a general meeting (including an Annual General Meeting) will be reduced from forty (40) to twenty (20) eligible members. The Club has, from time to time, struggled to meet the current quorum of forty members attending the Club in order to hold a general meeting (including an Annual General Meeting). The Club cannot conduct business at a general meeting unless a quorum of members is present. Accordingly, if the Special Resolution is passed, the Club will have better capacity to achieve the lesser quorum of twenty, whilst the interests of members and the integrity of any future meetings remains protected by requiring 20 members to be in attendance in order to transact business.
20. **Paragraph (z)** amends Rule 39.1(d) which relates to the reporting requirements of the Club to reflect the requirements of the Act, clarifying that the Board must make the financial statements referred to in paragraph (b) of Rule 39.1 available to members available to members of the Club within seven (7) days of the statements being adopted by the Board (as opposed to within 48 hours).
21. **Paragraph (aa)** amends an existing provision in relation to providing notices to members.
22. **Paragraph (bb)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

Procedural matters

1. Amendments to the Ordinary Resolutions or the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Resolutions.

2. To be passed, each Ordinary Resolution must receive votes from a majority of those members who being eligible to do so vote in person on the Ordinary Resolutions at the meeting.
 3. Under the Club's Constitution only Life members, financial Service members and financial Associate members who have more than twenty four (24) months consecutive membership with the Club are eligible to vote on the Ordinary Resolutions.
 4. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
 5. Under the Club's Constitution only Life members, financial Service members and Associate members who have more than twenty four (24) months consecutive membership with the Club are eligible to vote on the Special Resolution.
 6. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 7. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.
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Dated: 17th May 2024

By direction of the Board



Bernie Brown
Chief Executive Officer