

**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, 29 June 2025** commencing at the hour of **10 am** at the premises of the Club, 157 Junction Street, Nowra, New South Wales.

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**AGENDA**

1. Welcome and apologies.
2. To receive and consider the minutes of the 77<sup>th</sup> Annual General Meeting of the Club held on Sunday 23 June 2024 and any business arising from the minutes.
3. Correspondence.
4. To receive and adopt for the financial year ending 31 March 2025:
  - (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.

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**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 2026.

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**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 2026. 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 2024.
  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.
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## **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 Commemorative Event, 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.

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## **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.

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### **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) **deleting** the word "*Chairperson*" wheresoever it appears and in its place **inserting** the word "*chairperson*".
- (b) **deleting** from Rule 3.1(u)(ii) the reference "*3.1(q)(i)*" and in its place **inserting** the following new reference "*3.1(u)(i)*".
- (c) **deleting** from Rule 9.5 the reference "*73(2)(b)*" and in their place **inserting** the following new reference "*73(2)*".
- (d) **deleting** Rule 14.1(a) and in its place **inserting** the following new Rule 14.1(a):

*"(a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board by By-law pursuant to this Constitution."*
- (e) **deleting** Rule 14.6 and in its place **inserting** the following new Rule 14.6:

*"14.6 The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason."*
- (f) **inserting** the following new Rule 20.2 and **renumbering** the remaining provisions accordingly:

*"20.2 Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club."*
- (g) **deleting** Rule 27.1 and in its place **inserting** the following new Rule 27.1:

*"27.1 (a) Subject to Rule 27.1(b) and Rule 35, the Board shall consist of seven (7) directors who shall comprise a President, two (2) Vice Presidents, and four (4) other ordinary directors.*

*(b) The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 27.1(a). The following provisions shall apply in respect of Board Appointed Directors:*

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

- (ii) *A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.*
  - (iii) *The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors."*
- (h) **deleting** from the third paragraph of Rule 27.2 the words "*the Treasurer*".
- (i) **deleting** Rule 27.4(e) and **renumbering** the remaining provisions accordingly.
- (j) **inserting** the following new Rule 29.20 and **renumbering** the remaining provision accordingly:
 

*"29.20 the use of social media and other forms of electronic communication by members and guests of members;"*
- (k) **deleting** Rule 29.23.
- (l) **deleting** from Rule 30.8A the reference "30.8A" and in its place **inserting** the following new reference "30.8".
- (m) **renumbering** Rules 30.8A and 30.9 as 30.9 and 30.10 respectively;
- (n) **deleting** Rule 44.2 and in its place **inserting** the following new Rule 44.2:
 

*"44.2 Where a notice is given to a member in accordance with Rule 44.1(a), the notice is deemed to be received on the date it is given to the member."*
- (o) **deleting** Rule 44.4 and in its place **inserting** the following new Rule 44.4:
 

*"44.4 Where a member is notified of a notice in accordance with Rule 44.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice."*
- (p) 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. Paragraph **(a)** makes a minor typographical change to reflect that the "chairperson" referred to in the Constitution is a role (i.e a common noun) and not a reference to a particular individual (i.e the chairperson is not a proper noun which would be the "Chairperson"). While some clubs may have the Chairperson as a position on the Board, the Club has a President who will then usually be the chairperson of a meeting (but this role can be performed by others).
3. Paragraphs **(b)** and **(l)** amend the Constitution to correct typographical errors that refer to incorrect references elsewhere in the constitution.
4. Paragraph **(c)** amends the Constitution to delete a reference to outdated legislation.
5. Paragraph **(d)** relates to Temporary membership to reflect the RCA. In 2024, the RCA was amended to remove the restriction on persons who reside within a five (5) kilometre radius of the Club's premises from being admitted to Temporary membership of the Club (known as the 5 Kilometre Rule). The amendment now reflects the change to the RCA but allows the board to impose a minimum distance if it so chooses.
6. Paragraph **(e)** clarifies that the Club can refuse a person admission as a Temporary member.

7. Paragraph **(f)** inserts a new Rule regarding the use of social media by a member (and guests of members). Rule 20.2 makes clear that members and guests will be regarded as having engaged in conduct prejudicial to the interests of the Club where they use social media and electronic communications to make negative comments and statements about the Club's or any of its facilities, amenities, services, strategies, employees, officers or members.
  8. Paragraphs **(g)** and **(h)** tidy up the Constitution by removing an outdated rule setting out the reduction of the Board in 2021 (this includes removing an outdated reference to the position of Treasurer). The change also inserts rule 27.1(b) which reflects a deemed Rule of the RCA. The RCA already gives the Board the power to appoint two (2) Board Appointed Directors. Rule 27.1(b) provides that if the Board appoints a Board Appointed Director(s) (as allowed for by the RCA) the appointee(s) will be in addition to the seven (7) elected directors.
  9. Paragraph **(i)** deletes a duplicated rule.
  10. Paragraph **(j)** inserts a new Rule which clarifies that the Board is allowed to regulate the use of social media and other forms of electronic communication by members and guests of members.
  11. Paragraph **(k)** amends the Constitution by deleting a repetition of Rule 29.21. It also amends the Rules to provide that the Board has unfettered powers to make by-laws (that are not inconsistent with the Constitution) in accordance with its power of management of the business and affairs of the Club. This is consistent with the Board's powers under the Corporations Act and industry practice.
  12. Paragraphs **(n)** and **(o)** update the Rules to reflect modern drafting and correct an error.
  13. Paragraph **(p)** permits any necessary amendments to be made to address any anomaly in rule numbering and cross referencing throughout the Constitution.
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#### **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:** 12<sup>th</sup> May 2025

**By direction of the Board**

A handwritten signature in black ink, appearing to be 'Bernie Brown', with a stylized initial 'B' and a long, sweeping horizontal stroke extending to the right.

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**Bernie Brown**  
**Chief Executive Officer**