

Notice is hereby given that the 77TH **ANNUAL GENERAL MEETING OF CITY OF SYDNEY RSL AND COMMUNITY CLUB LIMITED** will be held on **Sunday 18 May 2025** at the hour of **10:00 am** in the premises of the Club Level 2, 565 George Street Sydney NSW.

BUSINESS

The business of the Annual General Meeting shall be as follows:

- (a) To confirm the minutes of the previous Annual General Meeting.
- (b) To receive and consider a report from the President.
- (c) To receive and consider the Statement of Comprehensive Income and Statement of Financial Position and the report of the Auditor for the year ended 31 December 2024.
- (d) To confirm the auditors Pitcher Partners Newcastle for 2025.
- (e) To consider and if fit pass the Special Resolution to amend the Club's Constitution contained in this notice.
- (f) To consider and if thought fit pass the Ordinary Resolution for the approval of Directors expenditure contained in this notice.

ALL MEMBERS ATTENDING THIS MEETING MUST PRODUCE THEIR MEMBERSHIP CARD

The Club's annual financial report will be made available to financial Members upon request from the office.

NOTE TO MEMBERS- QUESTIONS FOR THE MEETING

Members are requested to advise the Chief Executive Officer, in writing, seven days (7) days prior to the date of the Annual General Meeting of any questions relating to the Financial Report. This is to allow the Club to obtain information from the Club's records to provide an answer at the Annual General Meeting. If you do not provide your question to the Club prior to the Annual General Meeting, it may not be possible to answer your question at the meeting.

PROCEDURAL NOTES TO MEMBERS ON THE RESOLUTIONS

- 1. To be passed, a Special resolution must receive votes in favour of at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
- 2. To be passed, an ordinary resolution must receive votes in favour a majority at least (50% plus) of those members who, being eligible to do so, vote in person on the resolution at the meeting.
- 3. Only:
 - (a) Life Members.
 - (b) Permanent members and
 - (c) Financial club members and financial social members who have been members of the club for at least five (5) consecutive years since their last election to membership.Are entitled to attend the meeting and vote on the resolutions.
- 4. Under the Registered Clubs Act:
 - (a) Members who are employees of the Club are not entitled to vote.
 - (b) Proxy voting is prohibited.

5. 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.
6. The Board of the Club recommends the resolutions to members:

SPECIAL RESOLUTION

That the Constitution of City of Sydney RSL & Community Club Limited be amended by:

- (a) **inserting** the following new Rules 1A and 1B:

“1A Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

1B The Constitution and By-laws of the Club have effect as a contract between:

- (a) the Club and each member; and
- (b) the Club and each director;
- (c) each member and each other member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.”

- (b) **inserting** the following new Rule 3A and 3B:

“3A A reference to a person being present or participating in a meeting “in person” includes attendance by virtual or electronic means.

3B reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form.”

- (c) **inserting** the following new Rule 15A:

Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to

- (a) implement policies for the responsible service of liquor and the responsible conduct of gambling;
- (b) include in those policies measures to assist in the harm minimisation objects;
- (c) take steps to enforce those policies; and
- (d) without limiting the generality of Rule 15A(c), include in those policies provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary’s delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 20 shall not apply to any such decision.

- (d) **deleting** Rule 24(a) and renumbering the remaining provisions of that Rule accordingly.

- (e) **inserting** the following Rule 24(d)

“Any other person or classes of persons as determined by the Board to be eligible for Temporary membership of the Club;”

- (f) **inserting** at the start of Rule 25(c) the words “Subject to Rule 25A”.

- (g) **inserting** the following new Rule 25A:

“A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 25(c) on the first day that they enter the Club’s premises during that period.”

(h) **inserting** the following new Rules 36(a) and (b):

- “(a) In accordance with the Registered Clubs Act, The Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- (b) If a subscription is not charged for a membership, the member must renew their membership by the due date set for that renewal as determined by the Board. If a member does not renew their membership by the due date, the member shall cease to be a member of the Club and be removed from membership of the Club and the provisions of Rule 39 shall not apply to such cessation of and removal from membership.

(i) **inserting** in Rule 39(c) after the words “Rule 39 the Board” the words “the Secretary”.

(j) **deleting** from Rule 39(c) the words “or for a maximum of five (5) weeks”.

(k) **inserting** the following new paragraphs in Rule 39:

- “(i) The Board may by resolution delegate all of the powers and functions given to the Board by Rule 39 to a Disciplinary Committee comprising not less than two (2) directors of the Club selected by the Board.
- (j) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 39 save that:
 - (i) a quorum of the Disciplinary Committee shall be two (2) directors of the Club; and
 - (ii) all references to the Board in Rules 39 (a) to (h), except in Rule 39(a)(ix) shall be read as being references to the Disciplinary Committee.
- (k) The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 39 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
 - (i) the procedure set out in Rule 39(a) is followed; and
 - (ii) the member is notified that the Board is exercising the power under this Rule within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- (l) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 39(i) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

Disciplinary Powers of the Secretary

- (m) If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:
 - (i) is unbecoming of a member; or
 - (ii) is 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.

- (n) In respect of any suspension pursuant to Rule 39(m), the requirements of Rule 39(a) shall not apply.
- (o) If the Secretary (or his or her delegate) exercises the power pursuant to Rule 39A, 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 39(a).
- (p) If a member submits a request under Rule 39A(o)(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 39(a);
- (q) 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)."

(l) **deleting** Rule 40(a) and in its place **inserting** the following:

"A member may resign from membership of the Club by written notice delivered to the Club or by returning their membership card to the Club or by and such resignation will take effect from the date the written resignation or membership card is received by the Club".

- (m) **deleting** from Rule 44(d) the words "Subject to Rules 44(e) and 44(f)" and in their place **inserting** the words "Subject to Rules 44A and 44B".
- (n) **deleting** Rule 44(e) and (f) and renumbering Rule 44(g) as 44(e).
- (o) **inserting** the following new Rules 44A and 44B:

"44A. A member who:

- (a) is an employee; or
- (b) is currently under suspension pursuant to Rule 39;
- (c) is not a Financial member;
- (d) has not been a member of the Club for at least 5 continuous years immediately prior to the close of nominations or date of proposed appointment;
- (e) was an employee of the Club at any time in the 5 years immediately prior to the close of nominations or date of proposed appointment;
- (f) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing) at any time in the 5 years immediately prior to the close of nominations or date of proposed appointment;
- (g) is disqualified from managing any company under the Act;
- (h) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;

- (i) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (j) is a licensee of a hotel licence or who holds a financial interest in a hotel licence;
- (m) is a director of another registered club

shall not be eligible to stand for or be elected or appointed to the Board.

44B. **Restrictions on Single Interest Groups**

(a) **Basic Limit**

- (i) No more than two (2) members of the same Single Interest Group may be Directors of the Club at any time. This is a continuing requirement that applies at all times.
- (ii) At any time when there are already two (2) Directors who are members from a particular Single Interest Group, no other member of that particular Single Interest Group may become a Director.

(b) **Definition of a Single Interest Group**

“Single Interest Group” means any of the following:

- (i) **Sub Clubs** which means A sub club within the Club (sub clubs are referred to elsewhere in this Constitution as sections or committees) PROVIDED THAT where separate sub clubs exist for males and females for the same sport or activity, the male and female sub clubs shall be deemed to be the one sub club and therefore one Single Interest Group for the purposes of this Rule 44B;
- (ii) **Affiliated Clubs** which means another club that the Club recognises as an affiliated club (this can include an incorporated or unincorporated association);
- (iii) **Supported groups** which means Any group of members and/or other persons that received financial support worth at least \$1,000.00 from the Club, in the previous financial year;
- (iv) **Members of an additional club premises** which means, where the Club operates an additional club premises apart from its main premises in Sydney, members whose place of residence is within 50 kilometres of any such additional premises;
- (v) **Owners of adjacent land** which means a group of persons who have, or who are a member, officer or employee of a group or an organisation who has, an interest in any land that is within 100 metres of premises of the Club;
- (vi) For the purposes of Rule 44B(b)(v):
 - (1) two (2) properties are within 100 metres of each other if any part of the one property is within 100 metres of any part of the other property;
 - (2) an interest in land includes a direct or indirect ownership interest or a direct or indirect interest as a tenant or mortgagee whether that is held individually or jointly with one or more persons;
- (vii) A single interest group may be an incorporated or unincorporated association or a body corporate or a firm.

(c) **Exclusions of definition of a single interest group**

A sub-committee of the Board is not a single interest group.

(d) **Voting Procedures**

- (i) If at the time of an election for the Board two directors are members of a particular Single Interest Group and neither of those directors are to retire from office for the purposes of that election, no other member of that Single Interest Group shall be eligible to nominate for election to the Board.
- (ii) Where more than two (2) candidates from the same Single Interest Group have nominated for election, only a maximum of two (2) of those candidates can be elected even if those candidates receive more votes than other candidates.

(e) **Information from Candidates**

The nomination form to be completed by members seeking to be elected as a Director must require each candidate to provide relevant information, including their qualifications for election as a Director and their membership of any Single Interest Group. The form must include provision for the candidate to verify the information provided by a statutory declaration.

(f) **Director joining a Single Interest Group**

A Director whilst they remain a Director shall not be eligible to become a member of a Single Interest Group if to do so would mean that at any one time there would be more than 2 Directors on the Board from the same Single Interest Group."

(p) **deleting** Rule 51 the **inserting** the following:

"If the full number of candidates for the positions to be elected is not nominated, those candidates who have nominated shall be declared elected and all remaining positions will be casual vacancies which may be filled by the Board after the Biennial General Meeting."

(q) **deleting** Rules 95, 95A, 95B and 95C1 and in their place **inserting** the following new Rules 95, 95A, 95B, 95C, 95D and 95E:

"95. 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 by any electronic means;
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or
- (e) by any other method permitted by the Corporations Act.

95A. Where a notice is given personally, it is taken to have been received on the date of service.

95B. Where a notice is sent by post to a member, the notice is taken to have been received by the member on the day following that on which the notice was posted.

95C. Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

95D. Where a member is notified of a notice in accordance with Rule 95(d), the notice is taken to have been received on the day following that on which the notification was sent.

95E. A member who does not provide an email address or mobile phone number to allow for notices to be sent electronically is deemed to have consented to receiving notices of general meetings by the Club publishing a copy of the notice on the website"

Notes to Members on Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act, to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraph (a)** will insert introductory rules into the Constitution which reflect the status of the Constitution as a binding contract between members.
3. **Paragraph (b)** updates interpretation rules to refer to technology and notification to members by electronic notification.
4. **Paragraph (c)** includes a new rule to refer to the Club's responsible service of alcohol and responsible conduct of gambling policies.
5. **Paragraphs (d) to (g)** update the Constitution in relation to temporary membership to reflect the Registered Clubs Act including removing reference to the "5km" rule in relation to temporary members. Previously, a person had to live outside of a 5 kilometre radius from the premises to be admitted as a temporary member. This requirement has been removed from the Registered Clubs Act.
6. **Paragraphs (h)** updates the Constitution in relation to subscriptions to reflect the Registered Clubs Act.
7. **Paragraphs (i) (j) and (k)** update rules in relation to disciplinary proceedings. In particular, they introduce new disciplinary powers to be exercised by the Secretary. In summary, they provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board's decision would be in substitution for the Secretary's decision. The paragraph also includes reference to the Board delegating its powers to a disciplinary committee.
8. **Paragraph (l)** updates the rules in relation to resignations of membership.
9. **Paragraphs (m) to (o)** update Rules in relation to qualification for directors to reflect the existing Constitution, Corporations Act and include additional requirements. They also include a new limit on the number of members who can be directors from the same *single interest group* at any one time. The definition is contained in the proposed rule. And is proposed to ensure that there can be no more than 2 persons from the same group on the Board at the one time.
10. **Paragraph (p)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, these will be casual vacancies to be filled by the Board after the Biennial General Meeting. Currently, additional nominations may be made at the meeting.
11. **Paragraph (q)** amends the Constitution in relation to sending notices of meetings and other notices to members to make greater use of technology and reflect current provisions of the Corporations Act.

ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club until the next Annual General Meeting of the Club for the following activities of Directors and advisory committee members:
 - (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting.
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings or Club events as approved by the Board from time to time including

airfares and accommodation on the production of invoices, receipts, or other proper documentary evidence of such expenditure.

- (iii) Reasonable expenses incurred by the Directors in relation to such other duties to the Club, including entertainment of special guests, whether or not they be members of the Club, and other promotional activities performed by Directors and advisory Committee Members, which activities and the expenses therefore are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
 - (iv) Reasonable expenses incurred for Directors' uniforms and associated apparel as may be necessary for current and new Directors and advisory Committee Members.
 - (v) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to Directors and advisory Committee Members in respect of their duties as Directors of the Club.
 - (vi) The reasonable cost of Directors attending the Clubs NSW Annual General Meeting.
 - (vii) The reasonable cost of the Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
 - (viii) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation, providing such attendances are approved by the Board as being necessary for the betterment of the Club.
 - (ix) The reasonable cost of Directors and their partners, attending any community or charity function as the representatives of the Club and authorised by the Board to do so.
 - (x) The bar in the Club Boardroom being available for Directors to entertain guests of the Club in the Boardroom and that all reasonable drinks and refreshments in the Boardroom be at the expense of the Club.
 - (xi) The costs of Directors entertaining up to three (3) guests whilst on duty at the Club, whether or not they be members of the Club. Such entertaining is to be reasonable and limited to meals, drinks and internal shows.
 - (xii) The costs of the Club providing to the President of the Club a mobile phone and the Club paying for all costs of such phone.
 - (xiii) The costs of the Club providing to the Vice President of the Club a mobile phone and the Club paying for all costs of such phone.
 - (xiv) The costs of directors and their partners attending a Christmas lunch outside of the Club.
 - (xv) The Club providing to each director a gift voucher of \$500 each year.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors and advisory Committee Members of the Club.

NOTES TO MEMBERS ON ORDINARY RESOLUTION

1. The Ordinary Resolution is to have the members in General Meeting expenditure by the Club in relation to:
- (a) duties performed by the Club's Directors and advisory Committee Members.
 - (b) Directors attending seminars, lectures, trade displays and other similar events, including the Clubs NSW Annual General Meeting, and visiting other clubs, to enable the Club's governing body to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
 - (c) the entertainment of guests of the Club by Directors in the Club Boardroom at the expense of the Club.

- (d) the entertainment of up to three guests by a director whilst on duty at the Club.
 - (e) the Club providing mobile phones to the President and the Vice President of the Club and paying all costs for those phones.
 - (f) the cost of directors in travelling to and from Board and Committee meetings.
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Dated 8th April 2025

By Order of the Board

A handwritten signature in black ink, appearing to read 'D.J. O'Dwyer'. The signature is stylized with large, flowing loops for the letters 'D' and 'J'.

D.J. O'Dwyer

Chief Executive Officer