



Combined Services RSL Club Co-operative Limited
ABN 13 485 506 734

Notice of Annual General Meeting

Explanatory Statement

Date of Meeting:
Thursday, 30 May 2019

Time of Meeting:
6.15PM (AEST)

Place of Meeting:
Barracks on Barrack
Lower Ground Level
5-7 Barrack Street
Sydney, NSW 2000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

Notice is hereby given that the Annual General Meeting of Combined Services RSL Club Co-operative Limited (**Club**) will be held at:

Venue: Barracks on Barrack
Lower Ground Level
5-7 Barrack Street
Sydney NSW 2000

Date: Thursday, 30 May 2019

Time: 6.15 p.m. (AEST)

This Notice of Meeting (**Notice**) should be read in conjunction with the accompanying Explanatory Statement.

Agenda

The Explanatory Statement describes in more detail the matters to be considered. Please consider this Notice in its entirety.

Confirm the Minutes of the last Annual General Meeting (AGM)

To receive and confirm the minutes of the AGM held Tuesday 8 May 2018.

Receipt and consideration of Accounts & Reports

To receive and consider the Financial Statements for the year ended 31 December 2018 and the reports of the President and Treasurer.

Confirmation of Appointment of/Declaration of Ballot to elect Directors for the ensuing twelve months

All Board positions are declared vacant with confirmation/ballot to be completed by the returning officer.

Confirmation of the Club's Auditor

Confirmation of Mr Chris Wong, CA, of ICP Assurance Services Pty Ltd, as the auditor of the Club.

ORDINARY BUSINESS

Resolution 1 – Approval of reasonable expenditure not exceeding \$10,000 (pursuant to the Registered Clubs Act)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"1. That members approve and agree to reasonable expenditure by the Club in a sum of not exceeding \$10,000 (net of GST) until the next Annual General Meeting of the Club, for the following activities of Directors:

- a) *The reasonable cost of meal and beverages for each Director immediately before or immediately after a Board or Committee Meeting on the day of that Meeting where the Meeting corresponds with a normal meal time;*
- b) *(i) Reasonable expenses incurred by Directors attending in relation to such other activities including entertainment of special guests to the Club;*
(ii) Reasonable cost of Directors attending all functions and activities at the Club, deemed by the Directors to be of benefit to the Club.
(iii) Reasonable expenses incurred by Directors travelling to and/or from Board or Committee meetings.

2. Members acknowledge that the benefits above are not available to members generally but only to those who are Directors of the Club and those members who are directly involved in the above activities".

Resolution 2 – Approval of reasonable expenditure not exceeding \$12,500 (pursuant to the Registered Clubs Act)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"1. That Members hereby approve and agree to reasonable expenditure by the Club in a sum not exceeding \$12,500 (net of GST) for professional development and education of Directors to enable the Club's governing body to be kept abreast of current trends and developments, which have a significant bearing on the nature and way in which the Club conducts its business, until the next Annual General Meeting.

2. Members acknowledge that the benefits above are not available to members generally but only to those who are Directors of the Club and those members who are directly involved in the above activities."

Resolution 3 – Approval of reasonable expenditure not exceeding \$6,500 (pursuant to the Registered Clubs Act)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Members hereby approve and agree to approve expenditure by the Club in a sum not exceeding \$6,500 (net of GST) for a Board Annual Function in 2019 to be attended by Directors and their partner, senior Club management and their partner, local dignitaries, special guests and partners."

SPECIAL BUSINESS

Resolution 4 – Life Membership Nomination: Mr Peter J. Joass

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, in accordance with Rule 18.(ii) (A), Mr. Peter J. Joass is hereby elected to the membership class of Life Member of the Co-operative, in recognition of his longstanding honorary service to the Co-operative."

Resolution 5 – Amendment to Constitution to enable postal and/or electronic voting

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That Rule 49.(a)(i) be amended to read as follows:

"The Board shall appoint a returning officer to take charge of the election. The Returning Officer may be an officer of the State Electoral Commission or an independent company or organization carrying on the business of conducting elections"

Resolution 6 – Amendment to Constitution to reduce the number of Directors being RSL Sub-Branch members

To consider and, if thought fit, to pass the following resolution as a special resolution;

"That Rule 45.(d) be amended to read as following:

"That the vice president and at least two (2) of the remaining Board Members shall at all times be full members of the co-operative who are also ordinary members of the Combined Services RSL Sub-Branch of the Returned and Services League of Australia State Branch, Sydney. The remaining members of the board may be social members of the co-operative provided that such social members on the election of the board obtain more votes for election to the board than any member of the co-operative who is an ordinary member of the Combined Services RSL Sub-Branch."

BY ORDER OF THE BOARD



Carl Dumbrell
Treasurer

3 May 2019

Notes

- Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
- No further **Resolutions** can be put to the Annual General Meeting.
- Voting Exclusion Statement:**

Resolution 1
There are no voting exclusions on this resolution.

Resolution 2
There are no voting exclusions on this resolution.

Resolution 3
There are no voting exclusions on this resolution.

Resolution 4
Mr Peter J. Joass will be asked to absent himself from the Meeting during consideration of this item.

Resolution 5
There are no voting exclusions on this resolution.

Resolution 6
There are no voting exclusions on this resolution.

Explanatory Statement

Confirm the Minutes of the last Annual General Meeting (AGM)

A copy of the minutes of the last AGM will be distributed to all members attending the 2019 AGM. The Chairman will ask members to note any amendments and confirm these minutes.

Receipt and consideration of Accounts & Reports

A copy of the Financial Statements for the financial year ending 31 December 2018 (which incorporates the Club's financial report, reports of the Directors and the Auditor's report) is not enclosed as there is no longer a requirement for the Club to incur the printing and distribution costs associated with doing so for all members.

You may download a copy from the Club's website (www.barracksonbarrack.com.au/aboutus) or obtain a copy in printed form by contacting the Club by phone at (02) 9299 3688. You may request that this occurs on a standing basis for future years. No resolution is required on these reports.

ORDINARY BUSINESS

Resolution 1 – Approval of reasonable expenditure not exceeding \$10,000 (pursuant to the Registered Clubs Act)

Background

The Board requests that members approve reasonable expenditure by the Club in relation to Board duties performed by the Club's Directors.

Board Recommendation

The Board recommends that members vote in favour of the resolution.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 2 – Approval of reasonable expenditure not exceeding \$12,500 (pursuant to the Registered Clubs Act)

The Board requests members approve reasonable expenditure by the Club in relation to (in part, mandatory) training, education and information of the Club's Directors.

Board Recommendation

The Board recommends that members vote in favour of the resolution.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 3: Approval of reasonable expenditure not exceeding \$6,500 (pursuant to the Registered Clubs Act)

Background

The Board requests members approve reasonable expenditure by the Club in relation to this matter.

Board Recommendation

The Board recommends that members vote in favour of the resolution.

Voting Exclusions

There are no voting exclusions on this resolution.

SPECIAL BUSINESS

Resolution 4 – Life Membership Nomination: Mr Peter J. Joass

Background

Mr Joass is a longstanding and committed member of the Club. He has been a member of the board for six (6) years. The Board believes Mr Joass has provided exceptional service to the Club and should be bestowed with this honour.

Board Recommendation

The Board (with Mr Joass abstaining) recommends that members vote in favour of the resolution.

Voting Exclusions

Mr Peter J. Joass will be asked to absent himself from the Meeting during consideration of this item.

Resolution 5 – Amendment to Amend Constitution to enable postal and/or electronic voting

The Board asks members to consider the **additional** member option of electronic voting for elections of Directors. This is modern, efficient and cost effective. The amendment of Rule 49.(a)(i) of the Club's Constitution will remove the current specificity of postal voting (only) and allow for postal and/or electronic voting in future years.

Board Recommendation

The Board recommends that members vote in favour of the resolution.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 6 – Amendment to Constitution to reduce the number of Directors being RSL Sub-Branch members

Background

The Board asks members to consider amending Rule 45.(d) to reduce the number of Directors who are ordinary members of the Combined Services RSL Sub-Branch from [Vice-President plus three (3)] to [Vice-President plus two (2)].

As members know, the Board has recently been forced to comprise less than the specified number of ordinary sub-Branch members.

This will mean that social members may have larger representation on the Board. The Committee of the RSL sub-Branch has raised no objection to the resolution.

Board Recommendation

The Board recommends that members vote in favour of the resolution.

Voting Exclusions

There are no voting exclusions on this resolution.

Glossary

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 31 December 2018;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Club or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Club convened by the Notice;

“**Company**” means Limited Combined Services RSL Club
Co-operative ABN 13 485 506 734;

“**Constitution**” means the constitution of the Club as at the date of the Meeting;

“**Director**” means a Director of the Club;

“**Directors Report**” means the annual directors’ report including in the financial report.

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Financial Statements**” means the annual financial report for the Club;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Special Resolution**” means a resolution of which notice has been given of the intention to propose the resolution as a special resolution and which is passed either by two-thirds of the members who vote at a general meeting in person or in a postal ballot; or by three quarters of the members who cast votes in a special postal ballot of members.