



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

# **Notice of Annual General Meeting**

## **Explanatory Statement**

Date of Meeting:  
**Tuesday, 29 June 2021**

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:** Tuesday, 29 June 2021

**Time:** 6.15 p.m. (AEST)

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

## Agenda

The Club did not have an Annual General Meeting in 2020, therefore matters from the 2020 AGM will be included in this year meeting.

The business of the Annual General Meeting will be:

### 1. Apologies

For Members to table any apologies for the record.

### 2. Minutes

For Members to receive, review and confirm the minutes of the Annual General Meeting held Thursday 30 May 2019.

### 3. Election Results

For the Chairman of the meeting to confirm the results of the Election of Directors.

### 4. Financial Reports - 2019

For Members to receive from the Board a comprehensive Annual Report detailing information including the Directors Report, Statement of Accounts and Balance Sheet for the year ended 31 December 2019.

### 5. Financial Reports - 2020

For Members to receive from the Board a comprehensive Annual Report detailing information including the Directors Report, Statement of Accounts and Balance Sheet for the year ended 31 December 2020.

### 6. Auditors Report and Appointment of Auditor:

For Members to receive the Auditors Report as noted in the Annual Reports, and to appoint ICP Assurance Pty Ltd as the auditors for the subsequent year.

### 7. Proposed Resolutions

For Members to consider, and if thought fit, to pass each of the resolutions noted below.

### 8. Matters for Discussion

To deal with matters duly submitted to the Board for discussions in accordance with the Club's Constitution.

### 9. Financial Questions

To deal with financial questions duly submitted to the Board in accordance with the Club's Constitution.

### 10. Amalgamation offers in previous 12 months

For Members to receive notice of any expressions of interest in an amalgamation, and any unsolicited merger offer, received from another club in the previous 12 months.

## 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 2021 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: Peter McAuley

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

*"That, in accordance with Rule 18.(ii) (A), Peter McAuley 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 – Life Membership Nomination: Wally Benington

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

*"That, in accordance with Rule 18.(ii) (A), Wally Benington 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."*

## BY ORDER OF THE BOARD



**Carl Dumbrell**  
President/Treasurer

27 May 2021

## Notes

1. **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.
2. No further **Resolutions** can be put to the Annual General Meeting.
3. **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 & 5**  
Members Nominated will be asked to absent himself from the Meeting during consideration of this item.

## 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 years ending 31 December 2019 & 31 December 2020 (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](http://www.barracksonbarrack.com.au)) 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)

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)

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 & 5 – Life Membership Nominations:

Peter McAuley was the Club's Treasurer from 2008 – 2016.

Wally Benington was a board member and Vice President 2014 – 2020.

### Board Recommendation

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

### Voting Exclusions

Members nominated will be excluded from voting on the resolutions.

## 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 Directors' Report, the Financial Report, and Auditor's Report, in respect to the years ended 31 December 2019 and 31 December 2020.

“**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.