



Panania East Hills RSL Club Limited

Trading as

**Panania Diggers**

A.B.N. 41 001 043 116

# **NOTICE OF ANNUAL GENERAL MEETING**

Members are requested to attend in the Clubrooms on:  
**MONDAY, 6<sup>th</sup> APRIL 2020 commencing at 7.30pm**

## **BUSINESS**

1. To confirm the Minutes of the Annual General Meeting held on **Monday, 8<sup>th</sup> April 2019**.
2. To receive and consider the Director's Report, Independent Auditors Report, President's Report and Chief Executive Officer's Report (**Note 1**).
3. To receive and consider the Financial Statements and Reports (**Note 2**).
4. To call upon the Returning Officer to declare the result of the ballot for the Board of Management biennial election (**Note 3**).
5. To confirm the Auditors for 2020 year.
6. To consider and if thought fit, pass the following Ordinary Resolution –  
  

*“That in accordance with the Constitution of Panania East Hills RSL Club Ltd, Mrs Margaret Kerr (Membership Number: 1081) be elected to Life Membership of Panania East Hills RSL Club Ltd.”*  
**(Note 4).**
7. To approve Ordinary Resolutions detailing expenditure by the Club for Directors Benefits and Expenses (**Note 5**).
8. To consider, and if thought fit approve Special Resolutions (**Note 6**).
9. To deal with any other business of which due notice has been given (**Note 7**).
10. To deal with any other business that the meeting may approve of which due notice has not been given.

By Order of the Board of Management.

***Jan Loundes***

Chief Executive Officer

Panania East Hills RSL Club Limited  
28 Childs Street, Panania NSW 2213

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## NOTES

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### **Note 1: Directors Report, Independent Auditors Report, President's Report and Chief Executive Officer's Report.**

These Reports are available on the Club's website [www.pananiadiggers.com.au](http://www.pananiadiggers.com.au).

Members requiring a printed copy, which will be mailed free of charge are requested to contact the Club Office.

### **Note 2: Financial Statements and Reports.**

The Corporations Legislation Amendment (Simpler Regulatory Systems) Act 2007 has changed corporation law allowing Clubs to provide their Annual Report to members by publishing the Annual Report on the Club website. Members may access the Concise Report on the Club's website [www.pananiadiggers.com.au](http://www.pananiadiggers.com.au), however Members may still elect to receive a hardcopy, facsimile or email of the Annual Report (mailed free of charge), by contacting the Club Office.

Members are requested to advise the Chief Executive Officer in writing **seven (7) days** before the date of the Annual General Meeting of any questions relating to the Financial Statements.

### **Note 3: Board of Management Biennial Election.**

Nominations for the Board of Management must be lodged on the appropriate form in writing with the Chief Executive Officer not less than 14 days prior to the Annual General Meeting, that being no later than 7.30pm on the 23<sup>rd</sup> March 2020. Nomination forms are available from the Office. All nominations must be signed by two (2) Financial RSL Members, Associate Members or Life Members of the Club, as well as the candidate to indicate their willingness to stand. Additionally the candidates must complete in the presence of a Justice of the Peace the statutory declaration on the back of the nomination form.

Please note, in accordance with Clause 27.3 of the Constitution:

"27.3 Subject to Rule 27.4 the following members shall be entitled to stand for and be elected or appointed to the Board:

- (a) Life members;
- (b) RSL members who have been financial members of the Club for a continuous period of at least five (5) years immediately prior to the close of nominations or the proposed offer of appointment; and
- (c) Associate members who have been financial members of the Club for a continuous period of at least five (5) years immediately prior to the close of nominations or the proposed offer of appointment."

\*Members who are interested in becoming a Director are requested to contact the Club's CEO, Ian Lowndes, to obtain a Future Directors Nomination Pack.

\*\* A current Club Membership must be produced to receive a Future Directors Nomination Pack.

**The election for the Board of Management will be conducted between the hours of 12 noon to 8pm on Thursday 2<sup>nd</sup>, Friday 3<sup>rd</sup> and Saturday 4<sup>th</sup> April 2020 in the Club Foyer. No unofficial election material is permitted on Club premises.**

### **Note 4: Life Membership.**

The Board of Directors recommend to the meeting, that in accordance with Clause 10.13 of the Constitution, **Mrs Margaret Kerr**, (Membership Number: 1081) be conferred Life Membership of Panania East Hills RSL Club Ltd in recognition of her long and meritorious service given to the Club over many years.

## **Note 5: Ordinary Resolutions Detailing Expenditure by the Club Directors Benefits and Expenses**

### **First Ordinary Resolution:**

That pursuant to Section 10(6A) of the Registered Clubs Act 1976, the Members approve the following benefits for Directors until the Annual General Meeting of the Clubs in the year 2020.

- a) The provision of Club uniforms as decided by the Board from time to time.
- b) The provision of car parking spaces for Directors while engaged in Club related activities.
- c) The provision of an electronic tablet device to each Director to conduct Club business and Club communications.
- d) The provision of a mobile telephone and payment of associated charges for the Chairman and Director (Members and Veterans Affairs) to conduct Club business and Club communications and business relating to member and veteran welfare.
- e) The reasonable costs, including accommodation, fees, travelling and expenses, of Directors to attend seminars, lectures, trade displays, organised study tours and other similar events including the ClubsNSW Annual General Meeting, for the purpose of education, training and professional development.
- f) Reasonable expenditure for meals and refreshments for Directors at Board Meetings, and for entertainment of special guests.
- g) Reasonable expenditure by Directors and their spouses where appropriate and required for attendance at the meetings and functions of recognised associations, community and charitable functions within the Club industry including accommodation, travelling and expenses.

The Members acknowledge that the benefits in this resolution are not available to Members generally but only to those who are elected to the Board, the Secretary and such other nominated persons from time to time.

### **Second Ordinary Resolution:**

- a) That pursuant to Section 10(6A) of the Registered Clubs Act 1976 the Members approve the Club paying each Director an honorarium of \$1,660.00 per annum with an additional \$2,435.00 being paid to the Chairman until the Annual General Meeting of the Club in the year 2020.

The Members acknowledge that the benefits in this resolution are not available to Members generally but only to those who are elected to the Board, and such other nominated persons from time to time.

For Ordinary Resolutions One and Two to be passed they must each receive votes in their favour from a majority of the Members present, who are entitled to vote on the Ordinary Resolutions.

Proxy voting is not permitted.

## **Note 6: Special Resolutions**

*[This Special Resolution is to be read in conjunction with the notes to members set out below.]*

That the Constitution of Panania-East Hills RSL Club Limited be amended by:

**deleting** Rule 27.2 which provides as follows:-

*“27.2 The Board shall be elected every two (2) years in accordance with this Constitution”*

and **inserting** the following new Rule 28.3:

### ***“Triennial Rule\****

1. *The members elected to the governing body at the first general meeting which the triennial rule applies shall be divided into 3 groups.*
2. *The groups-*
  - a. *Shall be determined by drawing lots; and*
  - b. *Shall be as nearly practicable equal in number; and*
  - c. *Shall be designated as group 1, group 2 and group 3.*

3. *Unless otherwise disqualified the members of the governing body-*
  - a. *In group 1 shall hold office for 1 year; and*
  - b. *In group 2 shall hold office for 2 years; and*
  - c. *In group 3 shall hold office for 3 years.*

#### **Subsequent general meetings**

*At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

#### **Casual Vacancies**

1. *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this schedule shall, unless otherwise disqualified hold office until the next succeeding general meeting.*
2. *The vacancy caused at a general meeting by a person ceasing to hold office, shall be filled by election at the general meeting and the person elected shall unless otherwise disqualified, hold office for the residue of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

#### **Re-election**

*A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

#### **Senior office elections**

*The elected members of the governing body following a general meeting shall elect senior office holders within the governing body after every general meeting. The senior office positions are:*

1. *President*
2. *Senior Vice President*
3. *Junior Vice President*

*In the event of a tie in voting for any senior position, the returning officer shall draw lots.”*

#### **\* First general meeting (2021) under proposed triennial rule.**

Further, **deleting** Rule 28.1 (z) which provides as follows:-

- “28.1 (z) If at the close of the Biennial General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 35.3.

#### **Note 7: Notice of Resolutions**

Any notice of Resolution for the Annual General Meeting shall be in writing and delivered to the Chief Executive Officer not less than **forty two (42) days** prior to the date set for the Annual General Meeting.

**Dated: 2 February 2020**

#### **Information for Members**

**Notice Regarding Section 47HA Registered Clubs Act Disclosures (Accountability and Governance)**  
Members may request access to these schedules and disclosures by contacting the Club Office