

# 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, 27<sup>th</sup> JULY 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

## 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 HAVE BEEN RECEIVED PRIOR TO THE FEDERAL GOVERNMENTS COVID-19 CLOSURE OF LICENCED VENUES AS SUCH, THE FOLLOWING IS FOR INFORMATION PURPOSES ONLY.**

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 23<sup>RD</sup> JULY, FRIDAY 24<sup>TH</sup> JULY AND SATURDAY 25<sup>TH</sup> JULY 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 2021.

- 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 2021.

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.]*

**NOTICE OF SPECIAL RESOLUTION  
PROCEDURAL MATTERS**

1. To be passed a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
2. Only Life members, financial RSL members and financial Associate members who have been members of the Club for a continuous period of at least 5 years are eligible to vote on the Special Resolution.
3. 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.
4. The Board of the Club recommends the Special Resolution to members.

**SPECIAL RESOLUTION**

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

That with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2022 and all Annual General Meetings thereafter until otherwise amended, the Constitution of Panania-East Hills RSL Club Limited be amended by:

- (a) **deleting** the following from the Rule 3 “Definitions”:

**“Biennial General Meeting”** means the Annual General Meeting of the Club to be held in the year 2022 (which shall be the first Biennial General Meeting) and every second Annual General Meeting thereafter, being the meeting at which the Board of Directors is to retire and a new Board of Directors is appointed being elected in such manner as determined by the Board from time to time.

(b) **deleting** Rule 27.2 which provides

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

(c) **inserting** the following new Rule 27.2:

“27.2 The Board shall be elected triennially in accordance with Rule 28 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2022.

#### SCHEDULE 4

##### **Definitions**

1. *In this Schedule -*

**"general meeting"** means a meeting of the members of the club at which members of the governing body are to be elected;

**"triennial rule"** means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

**"year"** means the period between successive general meetings.

2. *Repealed.*

##### **First general meeting under triennial rule**

3. (1) *The members elected to the governing body at the first general meeting at 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 as 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**

4. *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**

5. (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 under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

##### **Re-election**

6. *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.*

##### **Revocation of triennial rule**

7. *If the triennial rule is revoked –*

(a) *at a general meeting - all the members of the governing body cease to hold office; or*

(b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*

*and an election shall be held at the meeting to elect the members of the governing body.”*

(d) **deleting** the word, “*biennial*” wherever it appears in Rules 27.6, 28.1 (c), 28.1 (z) and 35.3 and replacing it with the word, “*annual*”.

- (e) **inserting** at the beginning of Rule 28.1 the words “*References to the election of the Board in this Rule 28.1 refer to positions on the Board to be elected in any one (1) year in accordance with the triennial rule set out in Rule 27.2*”.
- (f) **deleting** Rules 28.1 (f) and (k).
- (g) **deleting** Rule 28.1 (h) and inserting the following new Rule 28.1 (h)
 

“If the full number of candidates for the available positions on the Board have not nominated then those candidates who are nominated shall be declared elected to the available position/positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.”
- (h) **deleting** Rules 28.1 (i) and (j) and inserting the following new Rule 28.1 (i) and (j)
  - “(i) *If there be only the requisite number nominated for the positions available those candidates shall be declared duly elected.*
  - “(j) *If there be more than the required number nominated for the number of available positions an election by secret ballot shall take place in respect of those positions.*”
- (i) **inserting** the following new Rules 28.1 (za):
  - “(i) The directors elected to the positions of President And Vice President by the members in the annual election of the Board held in 2020 shall, subject to this Constitution, hold those offices until the conclusion of the Annual General Meeting held in 2022.
  - “(ii) For the purposes of the election of the Board to be conducted in 2022 and all elections of the Board thereafter:
    - (i) Members shall elect directors to the vacancies on the Board caused by the operation of the Triennial Rule set out in Rule 27.2; and
    - (ii) As soon as reasonably practicable after each Annual General Meeting, the Board shall elect from amongst themselves a President and two (2) Vice Presidents;
    - (iii) The directors elected to the positions of President and Vice President shall, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting.”
- (j) **deleting** Rule 36.8 (c) and in lieu thereof **inserting** the following new Rule 36.8 (c):
  - “(c) to declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 27.2.”

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### Notes to Members on the Special Resolution

1. The Special Resolution proposes to amend the provisions of the Constitution relating to the election of directors.

### Introduction of Triennial Rule

2. At present, directors are elected every 2 years.
3. If the Special Resolution is passed, directors will be elected in accordance with the “*Triennial Rule*” contained in Schedule 4 of the *Registered Clubs Act* (which is set out in the shaded box in the Special Resolution).
4. If the Special Resolution is passed, the Triennial Rule will take effect from the Annual General Meeting in 2022 and the directors elected to office at the Annual General Meeting in 2022 will be the first directors elected under the Triennial Rule.
5. If the Special Resolution is not passed, the Board will continue to be elected every 2 years under the current Biennial election of the Board with the current two (2) year terms for directors continuing to apply.
6. The Triennial Rule provides for three (3) year terms of office for directors, with one third of the Board to be elected each year.
7. For this purpose, the directors are divided into three (3) groups. Each group has to be as nearly as practicable equal in number. As the Board consists of seven (7) directors when the Triennial Rule is adopted, there will be two (2) groups of two directors and one (1) group of three (3) directors. Under this scenario, Groups 1 and 2 will each consist of two (2) directors and Group 3 will consist of three (3) directors.

8. In each year, a different group retires. Group 1 retires in the first year, Group 2 retires in the second year, Group 3 retires in the third year, and Group 1 retires in the fourth year, Group 2 in the fifth year and so on.
9. In the first year of the Triennial Rule's operation, lots are drawn to determine which group a director falls into. Those directors allotted to Group 1 will only hold office for one year. Directors allotted to Group 2 will only hold office for two years. Directors allotted to Group 3 will be the only directors who, in the first year, are elected to office for three years.
10. Directors whose term of office has come to an end are, subject to the Constitution, eligible for re-election for a further three year term.

#### **Why does the Board recommend the introduction of the Triennial Rule?**

11. The *Registered Clubs Act* has been amended to allow the Government to make a regulation at any time to direct that all clubs follow the Triennial Rule. At this stage the government has not made such a regulation however it is clearly the preferred model for club board elections as far as the Government is concerned particularly as against the annual election system.
12. The laws relating to registered clubs are becoming far more complex. The Club operates under the provisions of the *Corporations Act*, *Registered Clubs Act*, *Liquor Act*, *Gaming Machines Act* and their associated regulations as well as many other laws. It is becoming increasingly difficult for a director to acquire the requisite knowledge without guidance from more experienced directors and from educational programs.
13. The Triennial Rule provides for continuity and greater stability on the Board while still allowing for a third of the Board to change each year.
14. The Triennial Rule also provides the opportunity to pass valuable knowledge between directors.
15. The Special Resolution also proposes to amend the method of electing the President and the Vice Presidents, with effect from and for the purposes of the election of the Board to be held in 2022.
16. The Constitution currently provides that members directly elect a President and the two Vice Presidents and four (4) ordinary directors.
17. If the Special Resolution is passed, then:
  - (a) the directors elected to the positions of President and Vice President by the members in the biennial election of the Board held in 2020 will continue to hold those offices until the conclusion of the Annual General Meeting held in 2022.
  - (b) for the purposes of the election of the Board to be conducted in 2022 and all elections of the Board thereafter:
    - (i) members will elect directors to the Board (but will not directly elect the President and the Vice Presidents); and
    - (ii) as soon as reasonably practicable after each Annual General Meeting, the Board shall elect from amongst themselves a President and 2 Vice Presidents.
    - (iii) the directors elected to the positions of President and Vice President shall, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting.

#### **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: 15th June 2020, by direction of the Board.

**Ian Lowndes**  
**Chief Executive Officer**

#### **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