



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, 12th APRIL 2021 commencing at 7.30pm

BUSINESS

1. To confirm the Minutes of the Annual General Meeting held on **Monday, 27th July 2020**.
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 confirm the Auditors for 2021 year.
5. To approve Ordinary Resolutions detailing expenditure by the Club for Directors Benefits and Expenses (**Note 3**).
6. To consider, and if thought fit approve Special Resolutions (**Note 4**).
7. To deal with any other business of which due notice has been given (**Note 5**).
8. 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

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. 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, 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: 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 Club in the year 2022.

- 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 **\$2,040.00** per annum with **\$3,000.00** being paid to the Chairman until the Annual General Meeting of the Club in the year 2022.

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 4: Special Resolutions

**PANANIA-EAST HILLS RSL CLUB LIMITED
ACN 001 043 116
NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING**

NOTICE is hereby given that at the General Meeting of the **PANANIA-EAST HILLS RSL CLUB LIMITED** to be held on **Monday the 12th of April 2021 commencing at 7.30pm** at the corner of Marco Avenue and Childs Street Panania, members will be asked to consider and if thought fit pass the Special Resolution below

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. The only members who are entitled to vote on the Special Resolution are:
 - (a) Life members; and
 - (b) RSL members who have been RSL members for at least five (5) years immediately preceding the 2021 Annual General Meeting
 - (c) Associate members who have been Associate members for at least five (5) continuous years immediately preceding the 2021 Annual General Meeting.
3. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
4. 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.
5. 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 the Constitution of Panania-East Hills RSL Club Limited be amended by:

- (a) inserting Rule 10.1 and replacing it with:

“10.1 Deleted”

- (b) inserting the following new Rule 12.5:

“The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.”

- (c) inserting the new Rule 15.4(dd):

“(dd) the email address of the applicant.”

- (d) inserting the new Rule 19.1:

“Members must advise the Secretary of the Club of any change in their details (including address, email address and telephone number) within seven (7) days of changing their address or details as recorded in the register.”

- (e) inserting the following new Rule 20.7:

“Unless a court or tribunal determines otherwise, disciplinary proceedings (including without limitation, the outcome of disciplinary proceedings) shall not be invalidated or voided if the procedure set out in Rule 20.1 and 20.2 is not strictly complied with.”

- (f) inserting into Rule 23.1(f) the words *“or the senior employee then on duty”* after the words *“the Secretary”*.

- (g) inserting the following new Rule 27A:

“A member is ineligible to be nominated for or be elected or appointed to the Board if that member:

- (a) *has been cited to appear before the Board or the Board’s duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period more than six (6) months within the period of two (2) years immediately prior to the 1st day of January in the year of an Annual General Meeting; or*
- (b) *has at any time been convicted of an indictable offence;*
- (c) *is a former employee of the Club whose services were terminated by the Club for misconduct;*
- (d) *was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years immediately prior to the 1st day of January in the year of an Annual General Meeting.”*

- (h) deleting the words, *“and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.”* from the end of Rule 28.1 (g) and replacing them with the words, *“and the Board shall be able to fill any remaining position or positions as casual vacancies in accordance with Rule 35.3”*

- (i) adding in the words, *“which may include voting by electronic means,”* after the words, *“secret ballot”* in Rule 28.1 (i) and inserting the following new Rule 28.1 (ta)

“(ta) If the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer without having to attend the Club’s premises or by using a designated computer at the Club’s premises.”

- (j) Inserting the new Rule 28.3

“In addition to Rule 28.2, the Board shall have the power to make by-laws requiring members to attend a pre-nomination information session before being eligible for election to the Board of Directors even if that by law or those by laws are inconsistent with Rule 28.1.”

- (k) inserting the new Rule 30.8A:

“In addition to Rule 30.8, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by each director sending a reply email to the Club to that effect. The resolution shall be passed when the last director has sent their reply email agreeing to the proposed resolution.”

- (l) deleting the Rules 31 to 33 inclusive and inserting the following new Rules 31 to 33 inclusive:

“31. MATERIAL PERSONAL INTERESTS OF DIRECTORS

31.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:*

- (a) *declare the nature of the interest at a meeting of the Board; and*
- (b) *comply with Rule 31.2.*

- 31.2 *Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*
- (a) *must not vote on the matter; and*
 - (b) *must not be present while the matter is being considered at the meeting.*

32. REGISTERED CLUBS ACCOUNTABILITY CODE

- 32.1 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 32.*
- 32.2 *For the purposes of this Rule 32, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

CONTRACTS WITH TOP EXECUTIVES

- 32.3 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*
- (a) *the top executive’s terms of employment; and*
 - (b) *the roles and responsibilities of the top executive;*
 - (c) *the remuneration (including fees for service) of the top executive;*
 - (d) *the termination of the top executive’s employment.*
- 32.4 *Contracts of employment with top executives:*
- (a) *will not have any effect until they are approved by the Board; and*
 - (b) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 32.5 *Subject to any restrictions contained in the Registered Clubs Act and Rule 31, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*
- 32.6 *A “pecuniary interest” in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.*

CONTRACTS WITH SECRETARY AND MANAGERS

- 32.7 *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*
- (a) *the Secretary or a manager; or*
 - (b) *any close relative of the Secretary or a manager;*
 - (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

LOANS TO DIRECTORS AND EMPLOYEES

32.8 *The Club must not:*

- (a) *lend money to a director of the Club; and*
- (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

32.9 *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*

32.10 *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

32.11 *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive, or employee:*

- (a) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
- (b) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
- (c) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
- (d) *any gift (which includes money, hospitality, and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive, or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;*
- (e) *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 32.*

TRAINING DISCLOSURES

33.1 *The Club must make available to members:*

- (a) *details of any training which has been completed by directors, the Secretary, and managers of the Club in accordance with the Registered Clubs Regulation; and*
- (b) *the reasons for any exemption of any director, the Secretary, and any manager of the Club from the training prescribed by the Registered Clubs Regulation.*

33.2 *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

PROVISION OF INFORMATION TO MEMBERS

33.3 *The Club must:*

- (a) *make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and*
- (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information."*

(m) inserting the following new sub-heading and Rule 36.40:

"CANCELLATION AND POSTPONMENT OF GENERAL MEETINGS

36.40 *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 36.40 will not operate in relation to a meeting called pursuant to a request or requisition of members."*

(n) inserting the following new sub-heading and Rule 36.41:

"WITHDRAWAL OF RESOLUTIONS

36.41 *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act."*

(o) inserting the following new sub-heading and Rule 36.42:

"USE OF TECHNOLOGY FOR GENERAL MEETINGS

36.42 *The Club may hold a general meeting at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the at the meeting."*

(p) replacing the full stop at the end of Rule 44.1(c) with a semi colon and then adding the word "or" and inserting the new Rule 44.1(d):

"by notifying the member in accordance with Rule 44.4 (in the case of notices of general meetings (including Annual General Meetings) only)."

(q) inserting the new Rule 44.4:

"If the member nominates:

- (a) *an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*
- (b) *an electronic means (the nominated access means) the member may use to access notices of meeting;*

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

- (c) *that the notice of meeting is available; and*
- (d) *how the member may use the nominated access means to access the notice of meeting."*

(r) inserting the following new Rule 44.5:

“Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 44.4, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”

- (s) inserting the following new Rule 44.6:

“Notwithstanding any of the provisions of this Constitution, the Club may give notice of a meeting in accordance with Rule 44.4(c) and (d), even if a member has not nominated a nominated notification means or nominated access means, if the Club is permitted to do so under the Act.”

- (t) inserting the following new Rule 44.7:

“Where a notice of general meeting (including an Annual General Meeting) is sent to a member in accordance with Rule 44.6, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”

Notes to Members on Special Resolution

1. The Special Resolution proposes a series of amendments to the Club’s Constitution to bring it into line with the *Corporations Act*, the *Registered Clubs Act* and best practice.
2. **Paragraph (a)** deletes Rule 10.1 as clubs are no longer required to seek approval for increases in membership numbers under the registered Clubs Act.
3. **Paragraph (b)** clarifies that Provisional membership can be cancelled at any time by the Secretary or the senior employee then on duty at their discretion.
4. **Paragraphs (c) and (d)** amend the existing requirements for membership applications to include the applicant’s email address for the Club to contact members electronically. They also clarify that members are required to update the Secretary of any change to their contact details.
5. **Paragraph (e)** clarifies that if the Club’s procedure for disciplinary proceedings is not strictly complied with, the proceedings are not invalidated or voided simply due to the slight non-compliance.
6. **Paragraph (f)** clarifies that if a senior employee on duty suspects that someone is using or has in their possession a prohibited drug or prohibited plant, they can remove that person from the Club’s premises.
7. **Paragraph (g)** adds a further eligibility condition for election as a Director of the Club. It will amongst other things restrict members from being eligible for election to the Board if they have been charged with a disciplinary matter and had their membership suspended for a period of more than 6 months within the last 2 years or if they were a former employee of the Club whose services were terminated by the Club for misconduct.
8. **Paragraph (h)** will allow the Board to fill a position or positions on the Board as a casual vacancy if there have not been enough nominees for positions available at the close of nominations. The current situation is that the Board must call for nominations from the floor to fill any vacant positions.
9. **Paragraph (i) will make an important change which will allow the Board to choose to have the election of the Board to be conducted by way of members voting in person at the Club’s premises (in the same way that it is done now) or by voting electronically**
10. **Paragraph (j)** will allow the Board to make by-laws requiring members to attend a pre-nomination information session before being eligible for election to the Board of Directors even if that by law is or those by laws are inconsistent with Rule 28.1.” The Board believe that conducting pre-nomination sessions for members wanting to become directors of the Club will allow those members to gain good insight into the role of director and further assist and improve the governance of the Club
11. **Paragraph (k)** clarifies that a board resolution can be passed by way of email. This is permitted by the *Corporations Act*.
12. **Paragraph (l)** amends existing provisions relating to mandatory director training, disclosure, and accountability to bring the Constitution into line with the *Registered Clubs Accountability Code*.

13. **Paragraphs (mi) (n) and (o)** amend existing provisions relating to proposed resolutions, and the holding and postponing of general meetings to bring the Constitution into line with the *Corporations Act*.
 14. **Paragraphs (p), (q), (r), (s) and (t)** amend existing provisions relating to notices to members to bring the Constitution into line with the *Corporations Act*. The amendments refer to the Club's ability to give notice of general meetings to members electronically if a member elects to receive notices this way or if the *Corporations Act* allows the Club to do so.
 15. The Board recommends the Special Resolution to members.
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Note 5: 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: 25th February 2021

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