



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, 4<sup>th</sup> APRIL 2022 commencing at 7.30pm**

### BUSINESS

1. To confirm the Minutes of the Annual General Meeting held on **Monday, 12<sup>th</sup> April 2021**.
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 **Triannual Election (Note 3)**.
5. To confirm the Auditors for 2022 year.
6. To approve Ordinary Resolutions detailing expenditure by the Club for Directors Benefits and Expenses (**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

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

Phone: (02) 9774 1288 | Fax: (02) 9772 3804 | Email: [info@pananiadiggers.com.au](mailto:info@pananiadiggers.com.au)

# 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](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 Triennial 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 21<sup>st</sup> March 2022.

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.

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.

# 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. **Groups 1 and 3 have 2 people and group 2 has 3 people.**

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.

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.

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.

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

- (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.

**The election for the Board of Management will be conducted between the hours of 12 noon to 8pm on Thursday 31<sup>st</sup> March, Friday 1<sup>st</sup> April and Saturday 2<sup>nd</sup> April 2022 in the Club Foyer. No unofficial election material is permitted on Club premises.**

### **Note 4: 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 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 \$2,400 per annum with an additional \$3,000 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 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: 5<sup>th</sup> January 2022**

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