

**SINGLETON RETURNED SERVICEMEN'S CLUB LIMITED**  
**ACN 001 037 949**

**NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS**

**NOTICE** is hereby given that the Annual General Meeting of **SINGLETON RETURNED SERVICEMEN'S CLUB LIMITED** will be held on **Sunday 21 November 2021** commencing at **9:00am** at the Club's premises located in York Street, Singleton.

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**BUSINESS**

The business of the meeting will be as follows:

1. Apologies.
  2. To confirm the minutes of the previous Annual General Meeting.
  3. To receive and consider the directors' report, financial report and auditors' report on the financial report for the last financial year and any other reports of the Board or of individual officers of the Club. Copies of these reports will be available on request from reception at the Club's premises in York Street between 10:00am to 4:00pm on business days. Copies of the reports will also be displayed on the Club's website.  
**Note:** Members who may have questions in relation to any of the reports are requested to submit their questions in writing to the Chief Executive Officer **by 5:00pm on Friday 12 November 2021**. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.
  4. To conduct the election of the Board (if required) and declare the results of the election of the Board.
  5. To consider and if thought fit pass the two (2) Ordinary Resolutions set out in this Notice.
  6. To consider and if thought fit pass the Special Resolution set out in this Notice.
  7. To deal with any other business of which due notice has been given to members.
  8. General business.
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**PROCEDURAL MATTERS FOR RESOLUTIONS**

1. To be passed, an Ordinary Resolution must receive votes in favour from not less than a majority (50% + 1) of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
  2. To be passed, the Special Resolution must receive votes in 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.
  3. **Only financial Class A, B and C Ordinary members can vote on the Resolutions.**
  4. Under the *Registered Clubs Act*, members who are employees of the Club cannot vote at the meeting and proxy voting is prohibited.
  5. The Board of the Club recommends the Resolutions to members.
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**FIRST ORDINARY RESOLUTION**

That:

- (a) the members hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:
    - (i) the reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
    - (ii) the reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by ClubsNSW and such other conferences and trade shows as determined by the Board from time to time.
    - (iii) the reasonable cost of a meal and beverage for each director immediately after, a Board or Committee Meeting on the day of that meeting, when that meeting corresponds with a normal mealtime.
    - (iv) the reasonable cost for directors to attend ClubsNSW regional meetings as required.
    - (v) the reasonable cost of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
    - (vi) the reasonable cost of directors (and their spouses/partners if required) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
    - (vii) the reasonable cost of Club uniforms being provided to directors as required.
  - (b) the members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors (and their spouses/partners in certain circumstances) of the Club.
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## Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution is to have the members in general meeting approve expenditure by the Club on directors (and their spouses/partners in certain circumstances) in respect of the matters set out in the Ordinary Resolution.
2. Included in the First Ordinary Resolution is the cost of directors attending seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club.

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## SECOND ORDINARY RESOLUTION

That members approve the payment of an honorarium of six thousand dollars (\$6,000) for the Chairman, three thousand dollars (\$3,000) for the Vice Chairman and six hundred dollars (\$600) (all honorariums are inclusive of any superannuation guarantee levy if payable) for all other Directors in respect of their services to the Club for the period between the Annual General Meetings to be held in 2021 and 2022.

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## Notes to Members on Second Ordinary Resolution

The Second Ordinary Resolution is to have the members approve an honorarium of six thousand dollars (\$6,000) for the Chairman, three thousand dollars (\$3,000) for the Vice Chairman and six hundred dollars (\$600) for all other Directors in respect of their services to the Club for the period between the Annual General Meetings to be held in 2021 and 2022.

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## SPECIAL RESOLUTION

That the Articles of Association of Singleton Returned Servicemen's Club Limited be amended by:

- (a) **deleting** Article 1 and **inserting** the following new Article 1:  
"1. *Every member is bound by and must comply with the Memorandum and Articles of Association of the Club and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.*"
- (b) **deleting** from Article 9 the words "*within six weeks from the date of lodging the nomination form with the Secretary or should that persons' application for membership be refused (whichever is sooner)*".
- (c) **deleting** the heading "ADDRESS OF MEMBERS" and Article 21 and **inserting** the following heading and Article 21:  
**"NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS"**  
21. *Every member must advise the Secretary of any change to their personal details (including their postal address, email address and telephone number) within seven (7) days of the change to their personal details."*
- (d) **deleting** Article 30(c) and **inserting** the following new Article 30(c):  
"(c) *A member who:*  
*(i) is an employee; or*  
*(ii) is currently under suspension;*  
*(iii) is not a Financial member;*  
*(iv) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*  
*(v) is prohibited or disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*  
*(vi) has been convicted of an indictable offence but it does not include a spent conviction (as defined in the Criminal Records Act 1991),*  
*shall not be eligible to stand for or be elected or appointed to the Board".*
- (e) **inserting** the following new Articles 34(r) and (s):  
"(r) *To delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof.*  
(s) *To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club."*
- (f) **deleting** Article 37(vi) and **inserting** the following new Article 37(vi):  
"(vi) *If he is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that his office is not be vacant as a result of that absence."*
- (g) **inserting** the following new Articles 37(xi) to (xiv) inclusive:  
"(xi) *If he was not eligible to stand for or be elected or appointed to the Board;*

- (xii) *If he ceases to hold the necessary qualifications to be elected or appointed to the Board;*
  - (xiii) *If he is convicted of an indictable offence;*
  - (xiv) *If he ceases to be a financial member of the Club”.*
- (h) **inserting** the following new Articles 40(e) to (h) inclusive:
- “(e) *If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and these Articles of Association, the provisions of the Act shall prevail.*
  - (f) *The Club may record general meetings (including Annual General Meetings) using audio and/or visual technology but members are not permitted to do so.*
  - (g) *The chairperson:*
    - (i) *is responsible for the conduct of the general meeting; and*
    - (ii) *shall determine the procedures to be adopted and followed at the meeting;*
    - (iii) *may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in a disruptive manner at the meeting.*
  - (h) *The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.”*
- (i) **deleting** from Article 56(c) the words “*nominated by*” and **inserting** the words “*of*”.
- (j) **deleting** Articles 56B to 56D and **inserting** the following new Articles 56B to 56D inclusive:
- “56B *Where a notice is personally given to a member in accordance with Article 56(a), the notice is received on the day the member is given the notice.*
  - 56C *Where a notice is sent to a member in accordance with Articles 66(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*
  - 56D *Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Articles 56(d) and 56A, 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.”*

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#### **Notes to Members on the Special Resolution**

1. The Special Resolution proposes a series of amendments to the Memorandum and Articles of Association (**Articles**) to bring it into line with best practice, the Corporations Act and Registered Clubs Act.
2. **Paragraph (a)** clarifies that members are bound by and must comply with the Articles, By-laws and any other applicable determinations, resolutions and policies of the Club.
3. **Paragraph (b)** slightly amends existing provisions dealing with Provisional membership to bring the Articles into line with the Registered Clubs Act.
4. **Paragraph (c)** clarifies that every member must advise the Club of any change to their personal details (including their postal address, email address and telephone number).
5. **Paragraph (d)** clarifies the circumstances in which a member shall not be entitled to nominate for or be elected or appointed to the Board.
6. **Paragraph (e)** inserts new provisions into the Articles to better clarify the powers of the Board. This amendment does not expand the powers of the Board.
7. **Paragraph (f) and (g)** amend existing provisions relating to vacancies on the Board to bring the Article into line with best practice, the Corporations Act and Registered Clubs Act.
8. **Paragraph (h)** amend existing provisions relating to general meetings to bring the Articles into line with the Corporations Act.
9. **Paragraphs (i) and (j)** amend existing provisions relating to notices to members to bring the Article into line with the Corporations Act.

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**Dated: October 6, 2021**

**By direction of the Board**

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**Michael Titow**  
**Chief Executive Officer**