

**BANKSTOWN RSL CLUB LIMITED**  
**ABN 61 001 084 591**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of Bankstown RSL Club Limited (“**Club**”) will be held on **Wednesday, 31 March 2021 at 7.30pm** at the premises of the Club at 1 Meredith Street, Bankstown, New South Wales 2200.

**BUSINESS TO BE CONDUCTED**

- 1 To receive and adopt the minutes of the Annual General Meeting held on 26 July 2020.
- 2 \*To receive and consider the Directors' Report, Financial Report and Report of the Auditor.
- 3 To declare the results of the election of Directors.
- 4 To consider and, if thought fit, pass each of the Four Ordinary Resolutions which appear under the headings First to Fourth Ordinary Resolutions, which concern benefits to be provided to Directors of the Club until the next Annual General Meeting.
- 5 To consider, and if thought fit, pass the Fifth Ordinary Resolution conferring Life membership on a member of the Club.
- 6 To deal with any business of which due notice has been given.
- 7 General business.

**\* FINANCIAL REPORTS ARE AVAILABLE TO MEMBERS ON THE CLUB'S WEBSITE (OR MAY BE SENT, ON WRITTEN REQUEST, TO MEMBERS ELECTRONICALLY OR BY POST)**

Pursuant to the *Corporations Act* 2001 (Cth) and rule 82 of the Club's Constitution, the financial reports (including the directors' report and auditor's report) (i.e. the annual report for each year) will not be sent to a member unless the member elects to receive those reports electronically or by post. If a member does not notify the Club that he or she wishes to receive a copy of the Club's annual report or a particular report, the Club will only make the annual report(s) available on-line on the Club's web site. The URL for the Club's website is <http://www.bankstownrsl.com.au>

The annual report will be made available on the Club's website no later than 21 days prior to the date of the Club's Annual General Meeting.

Any member may elect to receive a copy of the annual report for any year, by writing to the Club's Chief Executive Officer.

**ORDINARY RESOLUTIONS**

**FIRST ORDINARY RESOLUTION**

- “(a) For the purposes of sections 10(6)(d) and 10(6A) of the *Registered Clubs Act 1976 (NSW)*, that the Members hereby approve expenditure by the Club in a sum not exceeding \$8,000 for the professional development and education of Directors until the next Annual General Meeting, including:
- (i) The reasonable cost of Directors attending the Annual General Meeting of Clubs NSW.
  - (ii) The reasonable cost of Directors attending Meetings of other Associations of which the Club is a member.

- (iii) The reasonable cost of Directors attending Seminars, Lectures and Trade Displays, Organised Study Tours, Fact Finding Tours and other similar events as may be determined by the Board from time to time.
  - (iv) The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to Members generally, but only for those who are Directors of the Club."

## **SECOND ORDINARY RESOLUTION**

- "(a) The members approve, for the purposes of section 10(6)(b) of the *Registered Clubs Act 1976 (NSW)*, that the Board of the Club be granted Honoraria as follows, subject to paragraph (b) below:
- (i) Chairman \$440 per month;
  - (ii) Vice Chairman \$340 per month; and
  - (iii) Other Directors \$200 per month.
- (b) From April 2019, payment of Honoraria is subject to the following conditions:
- (i) Payment of monthly instalments of honoraria may be withheld and not be paid to a Director for the month or months which immediately follow his or her failure to attend consecutive Board meetings (including disciplinary hearings under rule 42 of the Club's Constitution).
  - (ii) Payment of monthly instalments of honoraria to a Director will be resumed for the month in which the Director next attends a Board meeting (including disciplinary hearings held under rule 42 of the Club's Constitution) and will continue for subsequent months subject to the requirements of paragraph (i) above. That is, the resumption of monthly instalments of honoraria remain subject to further withholding and non-payment pursuant to the requirements of paragraph (i) above, and subject to further resumption under this paragraph (ii).
  - (iii) For the purposes of this paragraph (b), non-attendance at Board meetings (including disciplinary hearings under rule 42 of the Club's Constitution) held in February and March 2021 will not disqualify a Director from payment of his or her honorarium payable for the months of March and April 2021 unless the Director held office on the Board for the months of February and March 2021."

## **THIRD ORDINARY RESOLUTION**

- "(a) For the purposes of section 10(6A) of the *Registered Clubs Act 1976 (NSW)*, that that the Members hereby approve expenditure by the Club in a sum not exceeding \$40,000 until the next Annual General Meeting for the following expenses subject to approval by the Board of Directors:
- (i) The reasonable cost of a meal and beverage for each Director before or after a Board or Committee Meeting, on the day of that meeting when this meeting coincides with a normal meal time.
  - (ii) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of receipts, invoices or other proper documentary evidence of such expenditure.

- (iii) Reasonable expenses of Directors attending functions with spouses where appropriate and required to represent the Club including the Annual General Meeting of Clubs NSW.
  - (iv) The provision of blazers and associated apparel for the use of Club Directors when representing the Club.
  - (v) Reasonable expenses incurred by Directors in travelling to and from Directors' Meetings or other duly constituted Committee Meetings as approved by the Board from time to time, subject to production of invoices, receipts or other proper documentary evidence of such expenditure.
- (b) The members acknowledge that the benefits in Paragraph (a) above are not available to Members generally but only for those who are Directors of the Club and those Members directly involved in the activities in paragraph (a)."

#### **FOURTH ORDINARY RESOLUTION**

"For the purposes of section 10(6A) of the *Registered Clubs Act 1976 (NSW)*, that the Club make provision for car parking spaces adjacent to the Club for use by the Directors.

The members acknowledge that the benefit in this Fourth Ordinary Resolution is not available to members generally but only to those who are Directors of the Club."

#### **FIFTH ORDINARY RESOLUTION**

"That in accordance with Rule 22(e) of the Constitution of Bankstown RSL Club Limited (**Club**), the members of the Club confer Life Membership on Mr Brian Christopher Hilton (Member Number: 3) who has been a continuous member of the Club for at least ten (10) years, in recognition of his outstanding service to the Club over a period of more than eight (8) years."

#### **Explanatory Message regarding the First to Fourth Ordinary Resolutions**

1. These explanatory notes have been prepared to assist members in understanding the details and effect of the Ordinary Resolutions to be considered at the Annual General Meeting.
2. These notes are to be read in conjunction with the proposed Ordinary Resolutions.
3. The *Registered Clubs Act 1976 (NSW)* (**Registered Clubs Act**) prohibits a profit, benefit or advantage being offered to a member of the Club, whether or not he or she is a member of the Board of Directors, or of any Committee of the Club unless the profit, benefit or advantage is offered equally to every full member of the Club or unless the profit, benefit or advantage is approved by the members in general meeting.
4. If the First Ordinary Resolution is passed, \$8,000 may be expended by the Club for the professional development and education of Directors until the next Annual General Meeting.
5. If the Second Ordinary Resolution is passed, honoraria may be paid to the Directors for the amounts specified in the Resolution until the next Annual General Meeting.
6. If the Third Ordinary Resolution is passed, \$40,000 may be expended by the Club for the listed types of expenses which may be incurred by the Directors until the next Annual General Meeting.
7. If the Fourth Ordinary Resolution is passed, the Club can continue to designate car spaces for use only by Directors.

#### **Explanatory Message regarding the Fifth Ordinary Resolution**

8. In September 2020, the Board of the Club received a nomination for Mr Brian Christopher Hilton (Member Number: 3) to be admitted to Life membership of the Club. The nomination was proposed by John Richard Player (Member Number: 2) and seconded by Elizabeth Ann Garland (Member Number: 7).

9. Brian has been a member of the Club since 1999 through the amalgamation with Bass Hill RSL.
10. Brian was appointed to the Club's Board in March 2007 and held the position of Vice Chairman until March 2019.
11. Brian represented the Club on the local ClubGrants committee for over ten years earning great respect from committee Chairmen and fellow members of that committee.
12. Brian has given outstanding service to the Club over the past thirteen years.
13. In accordance with Rule 22(e) of the Club's Constitution, the Board agreed to refer the nomination to the members for their consideration at the next General Meeting of the Club, being this Annual General Meeting.

#### **GENERAL NOTES TO MEMBERS**

1. To be passed, each of the Ordinary Resolutions will be voted on separately.
2. To be passed the Ordinary Resolutions must receive votes in their favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.
3. In accordance with rules 20(a) and 20(b) of the Club's Constitution and the Registered Clubs Act, only (eligible) Life Members, financial Ordinary Members Class A, financial Ordinary Members Class B and financial Ordinary Members Class C are entitled to vote on the Ordinary Resolutions.
4. Pursuant to the Registered Clubs Act and the Club's Constitution, members who are employees of the Club are not entitled to vote.
5. Proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends that members vote in favour of the Ordinary.
7. Please direct any questions or concerns about the business to be conducted at the Annual General Meeting (including the Financial Reports and Ordinary Resolutions) to the Chief Executive Officer, if possible by no later than 5 business days before the Annual General Meeting.

**Scott Dickson**  
**Chief Executive Officer**  
**By direction of the Board**

**Dated: 26<sup>th</sup> November 2020**