

## **NOTICE OF 2022 ANNUAL GENERAL MEETING**

Notice is hereby given that the **2022 Annual General Meeting** of the Paddington – Woollahra R.S.L. Memorial & Community Club Co-Operative Ltd.,

Will be held in the **Club Auditorium** at 220 - 232 Oxford, Street, Paddington on

**Sunday, 29<sup>th</sup> May 2022 commencing at 11.00am**

The Club's Annual Report/Finance Report for 2021 is available on the website [www.paddorsl.com.au](http://www.paddorsl.com.au) or alternatively a copy can be obtained from the Club.

All questions to the Auditor must be submitted to the Acting General Manager in writing at least five (5) days prior to the AGM by delivery, post or email to [paulk@paddorsl.com.au](mailto:paulk@paddorsl.com.au)

### **BUSINESS**

1. Opening and quorum
2. Vale – Minute silence for members who have passed
3. Apologies
4. Confirmation of the minutes of the previous general meeting
5. To receive and consider the Executive and Management reports.
6. To receive and consider the Financial Report and Auditor's report, including the Club's response.
7. To declare elected the Directors and conduct an election for a vacant position.
8. To confirm the Auditor.
9. The members consider and approve Ordinary Resolution 1, expenditure for the following period as set out in the attached information.
10. The members consider and approve Special Resolution 1, Recognition of Long Serving Members, as set out in the attached information.
11. General Business - A reasonable opportunity shall be allowed for the members to ask questions about, or make comments on, the management of the club.
12. Closure

### **Notes**

1. Members may submit a written question to the auditor if the question is relevant to the content of the auditor's report. The question shall be submitted no later than five (5) business days before the annual general meeting.
2. The club's auditor may be heard on any part of the accounts including the process of the club's audit.
3. If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

By Order of the Board of Directors  
Paul Kennedy – Acting General Manager.  
Date: 6 May 2022

## **Attached Information – Paddo RSL AGM 29 May 2022**

### **ORDINARY RESOLUTION 1.**

That pursuant to the Registered Clubs Act:

The members hereby approve and agree to reasonable expenses for the Board of Directors in a sum not exceeding \$25,000 until the next Annual General Meeting of the Club, for the following expenses subject to the approval by the Board of Directors:

- (a) The reasonable cost of beverages for each Director, whenever they are duly performing at the club.
- (b) The reasonable expense of safe transport incurred in traveling to the club for meetings and other functions as required and approved by the Board.
- (c) The reasonable expense incurred by Directors either within or elsewhere in relation to such duties including entertainment of special guests of the Club and other promotional duties as approved by the Board.
- (d) The reasonable expenses of supply of Christmas fare to the Directors as approved by the Board.
- (e) The reasonable costs of Directors and/or Officers attending meetings of other Associations of which the club is a member.
- (f) The reasonable cost of attendance at functions with partners where appropriate and required to represent the club and authorised by the Board to do so.
- (g) The reasonable cost of Directors and or Officers attending at the Registered Clubs Association and Clubs NSW AGM, conferences and Trade Exhibitions.
- (h) The reasonable cost of issuing each Director clothing apparel for wear while representing the club.
- (i) The reasonable cost of Directors attending other clubs, lectures, trade displays and organized study programs and fact finding visits as approved by the Board.
- (j) The reasonable cost of Directors completing mandatory Director Training as required by the Registered Clubs Act

The members acknowledge that the benefits as listed above are not available to members generally, but only for those who are Directors and/or Officers of the Club and those members who are directly involved in the above activities.

### **Explanatory Notes – Ordinary Resolution 1**

1. Under the Registered Clubs Act 1976 (NSW)(Registered Clubs Act) benefits may only be given to Directors and others representing the Club, which are not also available to every Full Member of the Club, when those benefits are approved by ordinary resolution of the members.
2. Ordinary Resolution 1 seeks to have the members at the AGM approve of an amount of up to \$25,000.
3. This amount had remained at \$20,000 for a number of years and has been increased this year to catch up with inflation and will also now include the cost of mandatory Director training.

## **SPECIAL RESOLUTION – RECOGNITION OF LONG SERVING MEMBERS**

That the Club's Constitution be amended to recognise long serving members by amending the following Rules as indicated.

Delete 15A(a)(b)

Insert new 15A(a)(b) to read as follows:

“Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:

- Standard Member
- Twenty Year Member”

Amend 27A(a) by deleting the words “not less than two dollars (\$2.00) and”

Amend 15C by

(i) Replacing the words “Ordinary Members of the co-operative” with “Standard Ordinary and Twenty Year members of the co-operative”

(ii) insert:

(vi) (i) An Ordinary Member who is in the class of Standard Member and who has attained twenty (20) years continuous membership with the Club will automatically be transferred to the Twenty Year Member class

(ii) A Twenty Year Member will be relieved of the payment of an annual subscription but shall have all the rights and privileges of a Standard Class Member.

### **Explanatory Notes to Special Resolution – Recognition of Long Serving Members**

1 Rule 15A(a)(b) is currently a legacy provision providing transitional arrangements that occurred some time ago, and is no longer required or relevant

2. The proposed 15A(a)(b) will establish a class of ordinary member known as Twenty Year member

3. The amendment to 27A(a) will update the rule to the current provisions of the Registered Clubs Act, where the requirement for a minimum subscription amount of \$2 has been removed.

4 The amendment to 15C includes details of the rights and privileges of Twenty Year members under the umbrella of Ordinary members, including that Twenty Year members are not required to pay an annual subscription

### **Notes to Members**

1. All Life members and active Ordinary members are entitled to attend the AGM.
2. To be passed, the Ordinary Resolution must receive votes in its favour from not less than a majority (50% + 1) of those Life members and active Ordinary members who are present and vote in person at the AGM.
3. To be passed, the Special Resolution must receive votes in its favour from not less than a two thirds of those Life members and active Ordinary members who are present and vote in person at the AGM, and will come into effect when registered with the Registrar of Co-operatives.
4. The Resolutions must be considered as a whole and cannot be altered by motions from the floor of the AGM.
5. Members of the Club, who are employees of the Club, cannot vote at the AGM.
6. Proxy Votes are not allowed under the Registered Clubs Act 1976.