

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that at the Annual General Meeting (AGM) of Randwick Labor Club Limited (ACN 000 353 417) (Club) will be held at the premises of the Club, 135 Alison Rd, Randwick New South Wales 2031 on 26 February 2023 at 11:00 am

**2022 Financial Statements are available from The Randwick Club web page under Club Information / Club Notices**

### Agenda.

1. Apologies.
2. Confirmation of Minutes of previous Annual General Meeting
3. To receive and consider, the Financial Report, Directors' Report and Auditor's Report for the year ended 31<sup>st</sup> October 2022.
4. To consider, and if thought fit, pass each of the four Ordinary Resolutions appearing in this Notice under the heading "Ordinary Resolutions" with regard to benefits of Directors of the Club and others.
5. To consider, and if thought fit, pass a Special Resolution appearing in this Notice under the heading "Special Resolution" amending the Constitution of the Club.
6. Election of Returning and Deputy Returning Officers.
7. Appointment of Auditor.
8. Election of Life Members.
9. General Business.

Grant Imeson,  
**Company Secretary.**

### Notes to Members

The Club's Annual Report for 2022 containing the Financial Report, Directors' Report and Auditor's Report may be viewed on the Club's website. Copies may also be obtained on request by phoning 9399 4100.

Members are requested to direct any questions or issues about the business to be conducted at the Annual General Meeting (including any questions on the Financial Report) to the Chief Executive Officer at least 7 days before the AGM.

Only Life Members and Financial Club Members are entitled to attend and vote at the Annual General Meeting.

## **Registered Clubs Act.**

### **IMPORTANT INFORMATION FOR CLUB MEMBERS.**

The Club is by law required to keep a register containing information that relates to the management and financial administration of the Club. Members may view the register of the financial statements by written request to the Company Secretary.

### **ORDINARY RESOLUTIONS**

#### **First Ordinary Resolution**

##### **Directors and Promotional Expenses for the ensuing year.**

That, pursuant to section 10(6A)(b) of the Registered Clubs Act, the members hereby approve expenditure by the Club in a sum not exceeding \$40,000 until the next Annual General Meeting of the Club for the following expenses, provided such expenses are also approved by a current Resolution by the Board of Directors.

- a) The cost of providing food and beverage to members of intra-clubs by way of sponsorship of those intra-clubs in appropriate circumstances as determined by the Board of Directors;
- b) The cost of making presentations (other than in the form of cash, cheque or other form of remuneration) to selected members and other persons to acknowledge the services of those members or other persons which, in the opinion of the Directors, were of particular benefit to the Club as a whole.

#### **Second Ordinary Resolution**

That pursuant to section 10(6A)(b) of the Registered Clubs Act the members hereby approve expenditure by the Club in a sum not exceeding \$30,000 until the next Annual General Meeting for the following expenses provided those expenses are the subject of a current resolution of the Board and are supported by production to the Club of appropriate prime accounting records such as receipts, vouchers, invoices, etc.

- a) The reasonable travel expenses incurred by Directors in the course of carrying out their duties as approved by the Board from time to time;
- b) The reasonable cost for a meal and beverages for each Director (and where appropriate, the Director's partner) who attends a Board or committee meeting or carries out other duties when that meeting or those other duties correspond with a normal mealtime;
- c) The reasonable cost incurred by Directors either within the Club or outside the Club in relation to their duties to the Club as approved by the Board;
- d) The reasonable cost of food and beverages incurred by Directors entertaining guests of the Club in the Club's dining areas as approved by the Board;
- e) The reasonable costs incurred by Directors in relation to entertaining special guests of the Club outside the premises of the Club as approved by the Board;
- f) The reasonable costs of Directors with their spouses or partners attending functions to represent the Club as approved by the Board.

#### **Third Ordinary Resolution**

That pursuant to section 10(6A)(b) of the Registered Clubs Act the members hereby approve expenditure by the Club in a sum not exceeding \$35,000 for the following forms or professional development and education until the next Annual General Meeting of the Club provided that individual items of expenditure are approved by a current resolution of the Board of Directors:

- a) The reasonable cost of Directors participation at meeting and conferences conducted by ClubsNSW including the AGM and trade show;
- b) The reasonable cost of Directors attending meeting of other organizations or bodies which the Club is associated and/or affiliated;
- c) The reasonable costs of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;

- d) The reasonable costs of Directors attending other clubs for the purpose of observing the facilities and methods of operation.

#### Fourth Ordinary Resolution

That pursuant to section 10(6)(b) of the Registered Clubs Act the members hereby approve the payment of the following honorariums:

- a) to the President the amount of \$20,000;
- b) to each other Director the amount of \$5,000:

in respect of the services to the Club until the next Annual General Meeting.

#### Explanatory Notes Regarding Ordinary Resolutions

Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club.

Section 10(6A) of the Registered Clubs Act 1976 allows a member (including a director of the Club) to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

The First, Second and Third Ordinary Resolutions seek to confer upon directors of the Club benefits of a kind not comprising a sum of money (ie not an honorarium). The benefits are set out in each Ordinary Resolution.

The Fourth Ordinary Resolution seeks to confer upon the directors of the Club a benefit by way of payment of an honorarium in respect of their services members of the Board.

Section 10(6)(b) of the Registered Clubs Act 1976 allows a member to receive a profit, benefit or advantage that consists only of a sum of money paid to the member in respect of his or her services as a member of the governing body of the Club where that payment has been approved by a resolution passed at a general meeting of the members of the Club prior to the benefit being provided.

#### SPECIAL RESOLUTION

That the Constitution of Randwick Labor Club Limited (ACN 000 353 417) (**Club**) be amended as follows:

- by inserting into Rules 3.1 the following new definitions in alphabetical order:
  - "Director Identification Number" means the number that is referred to by the same words in section 1272C of the Act that a member of the Club must have before that member can be elected or appointed to office as a director of the Club.*
- by removing all references to Junior Members by deleting:
  - from Rule 6.1 the words "(excluding Junior Members)";
  - Rule 10.2(c) in its entirety and inserting the word "and" at the end of Rule 10.2(b); and
  - Rules 10.10, 10.11, 10.12 and 10.13 in their entirety.
- by deleting from Rule 10.9 the words "Social member" and insert instead the words "Full Member".
- by inserting in Rule 10.10 the word "Full" before the word "member" in the opening sentence.
- by inserting in Rule 10.10(a) the word "Full" before the word "membership".
- by deleting from Rule 11.2 the words "and address".
- by deleting Rule 27.2 in its entirety and inserting instead the following new Rule 27.1:
  - 27.1     *The Board shall comprise:*
    - (a)     *from 26 February 2023 until the first casual vacancy occurring on the Board, nine (9) directors being a President, Senior Vice President, Junior Vice President and six (6) other directors.*

- (b) *from the date of the first casual vacancy occurring on the Board and until the second casual vacancy occurring on the Board, eight (8) directors being a President, Senior Vice President, Junior Vice President and five (5) other directors.*
- (c) *from the date of the second casual vacancy occurring on the Board and thereafter, seven (7) directors being a President, Senior Vice President, Junior Vice President and four (4) other directors.*

*For the purpose of this Rule 27.1 a 'casual vacancy' includes a casual vacancy occurring under Rule 29.1(g) and Rule 37.1.*

- by deleting Rule 27.3 in its entirety and inserting instead the following new Rule 27.3:
  - 27.3 *A member who is:*
    - (a) *an employee;*
    - (b) *a former employee within 10 years of employment;*
    - (c) *currently under suspension pursuant to Rules 20 or 21;*
    - (d) *a Non Financial Member; or*
    - (e) *a Social Member,**shall not be eligible to stand for or be elected or appointed to the Board.*
- by inserting the following new Rule 27.4(k):
  - (k) *does not hold a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board.*
- by deleting in its entirety and inserting instead the following new Rule 10.3:
  - 10.3 *Unless and until otherwise determined by the Board, the Full membership of the Club shall comprise the following classes:*
    - (a) *Club members;*
    - (b) *Social members; and*
    - (c) *Life members.*
- by deleting Rules 29.1(g) in its entirety and inserting instead the following new Rule 29.1(g):
  - (g) *If the full number of candidates is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and any office without a nominee shall be treated as a casual vacancy and may be filled in accordance with Rule 37.3.*
- by deleting Rule 37.3 in its entirety and inserting instead the following new Rule 37.3:
  - 37.3 *Except as provided in Rule 27.1 and subject at all times to the requirements of Rules 22.1, the Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.*
- by making such other consequential amendments, including correcting spelling errors, grammatical errors, Rule numbering, cross referencing and amendment to syntax, to give full effect to the above amendments.

## Explanatory Notes Regarding Special Resolution

1. The *Treasury Laws Amendment (Registries Modernisation and Other Measures) Act 2020* (Cth) amended the *Corporations Act 2001* (Cth) to require all company directors, or anyone intending to become a director, to obtain a Director Identification Number (**DIN**), which is a unique 15-digit identifier that will be kept by a director permanently.
2. The purpose of the DIN requirement includes:
  - a. Preventing the use of false or fraudulent director identities;
  - b. Assisting external administrators and regulators to trace directors' relationships with companies over time; and
  - c. Assisting the Australian Government in identifying and eliminating director involvement in unlawful activity, such as illegal phoenix activity.
3. Section 1272C of the *Corporations Act 2001* (Cth) requires that an 'eligible officer' of a company must have a DIN unless such officer already has a DIN. Section 1272B of the *Corporations Act* defines an 'eligible officer' as:
  - a. a director of a company, or of a body corporate that is a registered Australian body or registered foreign company, who:
  - b. is appointed to the position of a director; or
  - c. is appointed to the position of an alternate director and is acting in that capacity;regardless of the name that is given to that position; or
  - d. any other officer of a company, or of a body corporate that is a registered Australian body or registered foreign company, who is an officer of a kind prescribed by the regulations.
4. This mandatory requirement commenced on 1 November 2021 and the amendment to Rules 3.1 and 27.4(k) are intended to reflect the above requirements.
5. The amendments to Rules 6.1, 10.2 and the deletion of Rules 10.10 to 10.13 remove the class of Junior Members and all references to Junior Members in the Constitution.
6. Junior Members were inserted in the Constitution a number of years ago when the Club sought to encourage members under the age of 18 to join to play bowls. The membership drive was ultimately unsuccessful and the Club no longer has any Junior Members. The amendments are proposed to reflect that fact.
7. The amendment to Rules 10.9(c) and 10.10 are intended to make it clarify that a Social members must have been a Full member for a continuous period of three (3) years to be eligible to vote in the election of the Board and that a Life member will be any Full member with twenty five (25) years continuous Full membership of the Club.
8. The term Full member is defined in Rule 3.1 to mean any person who is in one of the categories of membership referred to in Rule 10.2.
9. On 1 December 2021, amendments became effective to the Registered Clubs Act 1976. The amendments included the deletion of the requirement for clubs to display the address of a person who has made application for membership. The proposed amendment to Rule 11.2 is intended to reflect this.
10. In relation to the proposed amendment to Rule 27.1 the ClubsNSW Best Practice Guidelines suggests that boards should be of an 'optimum size' according to the needs of the Club. The ClubsNSW Best Practice Guidelines defines 'optimum size' to mean 'six (6) directors plus Chair'.
11. The Club's lawyers, Pigott Stinson Lawyers, advised that the Registered Clubs Act imposes an upper limit of nine (9) directors.
12. Pigott Stinson Lawyers advised that the Australian Institute of Company Directors (**AICD**) recommends that an organisation's board should be of sufficient size so that board members can:
  - a. Discharge the board's workload;
  - b. Ensure an overall adequacy of skills and competencies;
  - c. Give a diversity of perspective to the board's deliberations; and
  - d. Encourage engaged deliberations.
13. The AICD also advises that as a "rule of thumb" the following board sizes are not unusual for comparable Australian corporations:
  - a. Medium ASX listed (6 to 8 directors)

- b. Large charities/NFP boards (8 to 12 directors)
  - c. Public unlisted (4 to 8 directors).
14. Having regard to the above information, the Board of the Club resolved to reduce the number of directors of the Club from nine (9) to seven (7) directors over time.
  15. Pigott Stinson Lawyers recommended a process for achieving a reduced Board number and the proposed amendments to Rule 27.1 is intended to meet that objective.
  16. The amendment to Rule 27.3 is to make regularise the fact that the Club does not have Junior members (so there will be no members of the Club under 18 years) and to clarify that Social members of the Club are not eligible to stand for or be elected or appointed to the Board.

**Procedural Matters in Relation to the proposed Ordinary Resolution and Special Resolution**

1. All Life members and financial Ordinary (excluding employees) of the Club are entitled to attend and vote on the Ordinary Resolutions and Special Resolution.
2. To be passed, the Ordinary Resolution requires votes from a simple majority of members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
3. To be passed, the Special Resolution requires votes from at least a three-quarter majority of members (75%) present and voting on the Special Resolution at the meeting.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of the Special Resolution.
5. Please direct any question or concern about the Special Resolution in writing to the Chief Executive Officer of the Club if possible, before the Annual General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act 1976.
7. The Board of Directors of Randwick Labor Club recommends that members vote in favour of the proposed Special Resolution.

**By Direction of the Board**

**Grant Imeson**  
**Chief Executive Officer**

**Dated: 17 January 2022**