

**CAMPSIE RSL SUB-BRANCH CLUB LIMITED**  
**ABN 42 001 044 373**

**NOTICE OF ANNUAL GENERAL MEETING 2022,  
SPECIAL RESOLUTION AND ORDINARY RESOLUTIONS.**

**NOTICE** is hereby given that the Annual General Meeting of **CAMPSIE RSL SUB-BRANCH CLUB LIMITED** will be held on **Sunday 29<sup>th</sup> May 2022** commencing at **10:00 am**, at the premises of the Campsie RSL Club, **25 Anglo Road, Campsie 2194, New South Wales**.

**BUSINESS**

1. Apologies.
2. To confirm the minutes of the 2021 Annual General Meeting. (Copies of these minutes will be made available at the Annual General Meeting.)
3. To receive and consider the Directors' Report to the financial year ended 31 December 2021.
4. To receive and consider the financial reports for the financial year ended 31 December 2021.
5. To receive and consider the auditor's report for the financial year ended 31 December 2021.
6. The Returning Officer to conduct the election for positions of the Board if required.
7. After voting has concluded, the meeting will continue to consider the remaining business of the meeting while the votes are counted.
8. To consider and if thought fit pass the Two (2) Special Resolution contained in this Notice.
9. To consider and if thought fit pass the Two (2) Ordinary Resolutions contained in this Notice.
10. The Returning Officer to announce the election results for positions of the Board if required.
11. General business.

**Important Notice regarding the election of the Board**

The Board of Directors of Campsie RSL Sub-Branch Club Limited is elected in accordance with the triennial rule, where a third of the Board is elected each year for three (3) year terms. This year, the Group 1 positions will be elected. Group 1 consists of 2 Ordinary Director positions.

**Important Notice regarding Questions for the Annual General Meeting**

Members who have any questions regarding the reports or any other matter they wish raised at the Annual General Meeting should submit the question to the Chief Executive Officer in writing seven days before the date of the Annual General Meeting. This is to allow the Club time to prepare any information which may be required to respond to the question. If you do not do this, it may not be possible to answer your question at the meeting.

**Important Notice in relation to Annual Reports**

Members who have previously requested to receive annual reports will receive them in the manner that they have elected to receive them. Members who have not elected to receive annual reports can access the annual report on the Club's website [www.campsiersl.com.au](http://www.campsiersl.com.au) or by requesting a copy of the report from the Club reception at either the Campsie or Chester Hill premises.

## PROCEDURAL MATTERS FOR RESOLUTIONS

1. Each Resolution should be read in conjunction with the notes to members that follow each Resolution.
2. To be passed a Special Resolution must receive votes from not less than three quarters of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
3. To be passed an Ordinary Resolution must receive votes from not less than a simple majority (50% plus 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
4. Only Life members who are financial members of the Campsie Sub- Branch of the RSL and financial RSL members of the Club who have been members of the Club for at least five (5) continuous years are eligible to vote on the Special Resolution and Second Ordinary Resolution.
5. Life Members, financial RSL members and financial Associate Members who have been members of the Club for at least five (5) continuous years are eligible to vote in the election of Directors and on the First Ordinary Resolution.
6. Under the Registered Clubs Act:
  - (a) members who are employees of the Club are not entitled to vote; and
  - (b) proxy voting is prohibited.
7. The Board of the Club recommends each of the Resolutions to members.

## SPECIAL RESOLUTIONS (Changes to Constitution)

### FIRST SPECIAL RESOLUTION

*[The First Special Resolution is to be read in conjunction with the notes to members set out below.]*

That the Constitution of Campsie RSL Sub-Branch Club Limited be amended by:

- (a) **replacing** in Rule 23 the words "*Belmore Sub-Branch*" with the words "*any other sub-branch*".
- (b) **deleting** Rule 30 and **inserting** the following new Rule:

*"Rules 31 to 31B inclusive are subject to Rule 31C and 31DDD."*

- (c) **inserting** the following new Rule 31DDD:

*"Notwithstanding any other provision in this Constitution, if the Campsie Sub-Branch of the Returned and Services League of Australia is wound up, amalgamates or merges with another sub-branch, or ceases to exist for any reason, Rules 31 to 31B inclusive will have no effect and all RSL, Associate and Life members, who have been a member of the Club for 5 Continuous Years shall be entitled to:*

- (a) *such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and*
- (b) *attend and vote at general meetings (including Annual General Meetings) of the Club;*
- (c) *subject to Rule 51A and 58, nominate for and be elected to hold office on the Board including the positions of President and Vice President;*
- (d) *vote in the election of the Board;*
- (e) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*

- (f) *propose, second, or nominate any eligible member for any office of the Club;*
- (g) *propose, second or nominate any eligible member for Life membership;*
- (h) *introduce guests to the Club.”*

(d) **deleting** Rule 58(b) and in its place **inserting** the following new Rule:

*“Subject to this Constitution, if the Campsie Sub-Branch of the Returned and Services League of Australia ceases to exist, merges or amalgamates with another sub-branch, or is wound up, any financial RSL, Associate and Life member of the Club who has been a member of the Club for 5 Continuous Years shall be eligible to be elected, or to hold office, as President, Vice President or as an Ordinary Board member.*

(e) **inserting** at the start of Rule 112 the words “*Subject to Rule 112A*”.

(f) **inserting** the following new Rule 112A:

*“If the Campsie Sub-Branch of the Returned and Services League of Australia ceases to exist, merges or amalgamates with another sub-branch, or is wound up, members in all categories of full membership who have been members of the Club for at least five (5) continuous years are eligible to vote on a special resolution to amend this Constitution.”*

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

1. The First Special Resolution proposes a number of amendments to the Constitution to take into account the possible winding up of the Campsie Sub-Branch.
2. Currently, the Constitution reserves certain rights of membership to RSL members, and then additional rights to RSL members who are also members of the Campsie Sub-Branch. Currently,
  - (a) only RSL members can nominate other members for election to the Board; and
  - (b) only RSL members who are members of the Campsie Sub-Branch are eligible to be President and Vice President and vote on special resolutions to amend the Constitution.
3. Over the last year, there has been discussion within the Campsie Sub-Branch about its possible winding up and dissolution.
4. If the Campsie Sub-Branch were to be wound up, or cease to exist for any reason, the Club would be left in a position that no member could serve as President and Vice President, and it would be impossible to consider any amendment to the Constitution as no member would satisfy the conditions in the Constitution to be eligible to vote on a special resolution to amend the Constitution.
5. If this were to happen, the Club would have to make an application to the Supreme or Federal Court to convene a court approved meeting. This would of course involve some complexity and significant costs.
6. Accordingly, to avoid this from happening, the Board is proposing that the Constitution be amended at this time, while there exists eligible members, to deal with the possibility of winding up of the Campsie Sub-Branch.
7. The amendments in the First Special Resolution will include in the Constitution rules that specifically take into account the possible winding up of the Sub-Branch.
8. These amendments provide that if the Campsie Sub-Branch is wound up, the rights currently enjoy exclusively by Campsie Sub-Branch members will be enjoyed by all members who have been members of the Club for at least 5 continuous years.
9. However, these amendments will only come into operation and effect if the Campsie Sub Branch ceases to exist.

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## **SECOND SPECIAL RESOLUTION**

*[The Second Special Resolution is to be read in conjunction with the notes to members set out below.]*

That the Constitution of Campsie RSL Sub-Branch Club Limited be amended by:

- (a) **deleting** from Rule 41 the word “*occupation*”.
- (b) **deleting** from Rule 42 the words, “*and address*”.
- (c) **deleting** Rule 46 and inserting the following new Rule 46:
  - (a) *The Board may determine by resolution that subscriptions, joining fees and levies are payable by a member and the amount of such subscriptions, joining fees and levies.*
  - (b) *A member must pay all subscriptions, joining fees and levies as determined by the Board.*
  - (c) *Subscriptions may be paid for more than one year in advance as determined by the Board.*
  - (d) *All other matters pertaining to subscriptions, joining fees and levies not especially provided for by this Constitution shall be as prescribed by the Board from time to time.*
- (d) **inserting** the following new Rule 47A:
- (e) *“If the Board determines that an annual subscription is not payable, the Board may determine that membership is granted for a fixed period of time and must be renewed at the end of that period. Any member who does not renew their membership one month from that due date for renewal of their membership shall be refused from all privileges of membership and shall cease to be a member of the Club and a notation shall be made to that effect against his name in the register of members of the Club.”*  
**deleting** from Rule 49 the words “, *the occupation*”.
- (f) **deleting** from Rule 64 the words, “*in each calendar month for the transaction of business*” and **inserting** the words, “*each quarter for the transaction of business, where quarter means a period of three (3) months ending on 31 March, 30 June, 30 September or 31 December in each year*”.
- (g) **inserting** the following at the start of Rules 106(a) and 106(b) the words “Subject to Rule 106A”
- (h) **inserting** the following new Rule 106A.

*A director or the secretary may sign a document pursuant to Rule 44.3 or Rule 44.4 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf of the Club can sign different copies of the document and/or use different methods to sign the document.*

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

1. The First Special Resolution proposes a series of amendments to the Club’s Constitution to take into account changes made to the Registered Clubs Act (**Act**) late last year.
  2. **Paragraphs (a) and (e)** delete the requirement that the occupation of members be stated on the application form and the register of members. This is no longer required by the Act.
  3. **Paragraph (b)** removes the requirement for the address of applicants for membership to be displayed on the Club Noticeboard. This is no longer required by the Act.
  4. **Paragraphs (c) and (d)** amend the Constitution in relation to annual subscriptions. The Act now does not contain a minimum subscription.
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5. **Paragraph (f)** removes the requirement for monthly board meetings. The *Registered Clubs Act* now provides that boards must meet at least quarterly., The amendment is proposed to avoid the need for a meeting is there is no substantive business to transact.
  6. **Paragraphs (g) and (h)** updates the rules in relation to the Club signing documents, to make it easier for the Club to execute documents electronically.
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## **FIRST ORDINARY RESOLUTION**

*[The First Ordinary Resolution is to be read in conjunction with the notes to members set out below.]*

That pursuant to section 10(6) of the Registered Clubs Act:

- (a) The members hereby approve the payment of the following honorariums to the members who are directors of the Club from conclusion of the 2021 Annual General Meeting to the start of the 2022 Annual General Meeting, to be paid monthly in arrears while they remain directors of the Club:
    - (i) The President - \$12,000.00 inclusive of the superannuation guarantee levy;
    - (ii) The Director appointed by the Board to be the Director of Communications, Community Support and ClubGrants, if such a director is appointed - \$12,000.00 inclusive of the superannuation guarantee levy,
    - (iii) Each other director – \$6,000.00 inclusive of the superannuation guarantee levy
  - (b) acknowledge that the payments referred to in paragraph (a) are only available to directors of the Club and are not available to members generally.
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### **Notes to Members on First Ordinary Resolution**

1. The First Ordinary Resolution, if passed, will authorise the payment of honorariums to directors. If the First Ordinary Resolution is passed, the honorarium for the President will be \$12,000.00, the honorarium for the director appointed as the Director of Communications, Community Support and ClubGRANTS will be \$12,000.00 and the honorarium for each other director will be \$6,000.00.
  2. These are the same payments as approved by members at last year's AGM.
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## **SECOND ORDINARY RESOLUTION**

*[The Second Ordinary Resolution is to be read in conjunction with the notes to members set out below.]*

That pursuant to the Registered Clubs Act:

1. The members hereby approve the payment of:
    - (a) reasonable expenses incurred by Directors in travelling by either private or public transport to and from Directors' or other duly constituted Committee Meetings, either within the Club or elsewhere, as approved by the Board on production of documentary evidence of such expenditure.
    - (b) the costs of meals and refreshments for each Director at a reasonable time before and after a Board or Committee meeting, on the day of the meeting.
    - (c) reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties including entertainment of guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
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- (d) the reasonable costs of Directors attending the Clubs' N.S.W. Annual General Meeting.
  - (e) the reasonable costs of Directors' meetings of other Associations of which the Club is a member.
  - (f) the reasonable costs of Directors attending seminars, lectures, trade displays, organized study tours, fact finding tours and other similar events as may be determined by the Board from time to time.
  - (g) the reasonable costs of Directors attending other Clubs for the purpose of observing their facilities and methods of operation in Australia.
  - (h) the reasonable costs of Directors attending functions with spouses where appropriate and required, to represent the Club.
  - (i) the reasonable costs of providing a Club uniform for each Director.
2. acknowledge that the payments referred to in paragraph (a) are only available to directors of the Club and are not available to members generally.
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### **Notes to Members on Second Ordinary Resolution**

- 1. The Second Ordinary Resolution, if passed, will authorise the payment of expenses for Directors relating to the exercise of their duties as Directors, as set out in the resolution.
  - 2. This is the same payments as approved by members at last year's AGM.
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Dated: 6th April 2022

By direction of the Board



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Craig Love  
CEO / Secretary

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