



SUTHERLAND UNITED SERVICES CLUB LTD (trading as Club on East) ABN 79 001 028 771

7 East Parade, Sutherland NSW 2232 • Telephone: (02) 9521 4700 • [www.cluboneast.com.au](http://www.cluboneast.com.au)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of Sutherland United Services Club Ltd (“Club”) will be held in the clubrooms, 7 East Parade, Sutherland, on Sunday, 24th November 2024 at 11.00am.

### BUSINESS

1. To confirm the minutes of the Annual General Meeting held on Sunday 26th November, 2023.
2. To receive and consider the Report and Statement of the Board of Directors.
3. To receive and consider the Balance Sheet at 30th June 2024 and supporting financial statement for the year ended, together with the Auditor’s Report thereon.
4. To consider and if thought fit, pass the ordinary resolutions appearing under the heading “Ordinary Resolution” regarding benefits to Directors and others.
5. To deal with any other business that the meeting may approve of which due notice has not been given.
6. To consider and if thought fit, pass the special resolution appearing under the heading ‘Special Resolution’ regarding replacing the Memorandum and Articles of Association of the Club with a Constitution.
7. To declare the names of Directors elected for the ensuing year 2024-2025.

**Note:** All business and Notice of Motion to be dealt with at the Annual General Meeting shall be handed to the Chief Executive Officer at least 28 days prior to the date of the meeting.

### REFRESHMENTS WILL BE SERVED IN THE CLUBROOMS AFTER THE MEETING.

### Notice to Members

Questions in regard to the Financial Report must be in writing and be in the hands of the Chief Executive Officer no later than 5pm on Friday, 15th November 2024.

### Special Note Regarding AGM

Financial Members only may attend the Annual General Meeting and current Membership Card must be shown to gain attendance.

### Voting for 2024-2025 Board of Directors

Nomination forms for the 2024-2025 Board of Directors will be available from the Chief Executive Officer Monday, 14th October 2024.

All nominations must be handed to the Chief Executive Officer no later than 5pm Friday, 25th October 2024.

For the purposes of conducting the election of the Board of Directors, the following voting dates and times will apply:

- Voting will be conducted in the Club during the following dates and times:
  - **Saturday, 16th November 2024**  
between 3.00pm – 6.00 pm
  - **Sunday, 17th November 2024**  
between 3.00pm – 6.00pm
  - **Wednesday, 20th November 2024**  
between 11.00am – 2.00pm
  - **Thursday, 21st November 2024**  
between 3.00pm – 6.00pm
  - **Friday, 22nd November 2024**  
between 5.00pm – 8.00pm

### Club’s 2024 Annual Report (including financial reports) and Minutes of the 2023 AGM

The Club’s Annual Report to include the Financial Documents to be presented and adopted by the members at the AGM, Minutes from the previous AGM to be adopted by the members at the AGM and Executive Reports will be available from Monday, 4th November 2024, from either:

- Emailing [info@cluboneast.com.au](mailto:info@cluboneast.com.au) (name & membership number required)

OR

- Request a copy in person at the reception desk (membership card required).

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## ORDINARY RESOLUTIONS

### FIRST ORDINARY RESOLUTION

- That for the purposes of sections 10(6)(d) and 10(6A) of the Registered Clubs Act 1976 the members hereby approve and agree to the reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following activities:
  - reasonable expenses incurred by Directors in attending to business for the Club including without limitation:
    - the reasonable cost of a meal and beverage for each Director when attending to Club business including immediately before or immediately after a Board or committee meeting on the day of that meeting when that meeting corresponds with a normal meal time;
    - travelling to and from Directors' meetings, committee meetings and to such places necessary to attend to Club business of the Club as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
  - the provision of blazers and associated apparel for the use of Directors in representing the Club;
  - reasonable costs of the Directors and their partners attending the annual Christmas luncheon and other functions as approved by the Board; and
  - the reasonable costs of Directors undertaking Directors Mandatory training required under Clubs NSW continuing Professional Development Program.
- The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors of the Club and those persons who are directly involved in the above activities.

### SECOND ORDINARY RESOLUTION

- That for the purposes of section 10(6)(b) of the Registered Clubs Act 1976 the members hereby approve that the Board of the Club be granted Honoraria as follows, subject to paragraph (b) below:

(a) President	\$200 per week;
(b) Deputy President	\$180 per week;
(c) Treasurer	\$150 per week;
(d) Other Directors	\$100 per week.
- The members acknowledge that the benefits in paragraph 1 above are not available to members generally but only for those who are Directors of the Club.

### Explanatory Message Regarding the First and Second Ordinary Resolution

- Under the Registered Clubs Act 1976 (NSW), Directors and other members may receive benefits which are not equally available to all Full Members of the Club, if approval is given by the members under that Act.
- If the First Ordinary Resolution is passed, the members approve reasonable expenditure by the Club until the next Annual General Meeting, in relation to duties performed by the Club's Directors and other persons such as committee members.
- If the Second Ordinary Resolution is passed, the members approve of the honoraria in the amounts specified being paid to the Directors at the frequency specified.

### GENERAL NOTES TO MEMBERS REGARDING THE ORDINARY RESOLUTIONS

- In accordance with the Registered Clubs Act and the Club's Articles of Association, (eligible) Life Members, Ex-Service Members, Perpetual Members, Ex-Service Perpetual Members and Associate Members are entitled to vote on the Ordinary Resolutions.
- To be passed, the Ordinary Resolutions must receive votes in their favour from not less than a simple majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
- Pursuant to the Registered Clubs Act and the Articles Association, members who are employees of the Club are not entitled to vote.
- Proxy voting is prohibited by the Registered Clubs Act.
- The Board recommends that members vote in favour of the Ordinary Resolutions.

## SPECIAL RESOLUTIONS

### FIRST SPECIAL RESOLUTION

- To consider and, if thought fit, pass the following resolution as special resolution:

That for the purposes of Article 82 of the Company's Articles of Association and section 136 of the Corporations Act 2001 (Cth) and for all other purposes, the Club adopt the provisions of the constitution tabled at the meeting and signed for the purposes of identification by the Chairperson, as the constitution of the Club, in substitution for the present memorandum and articles of association of the Company (as amended from time to time), which is repealed.

## Explanatory Message Regarding the First Special Resolution

- The proposed constitution will be available for review during normal office hours at Club reception from Monday 4th November, 2024. If you have been sent this Notice of Annual General Meeting by electronic means then you would have been either provided, or provided with a link to, the proposed constitution. Please read this Notice of Annual General Meeting and Explanatory Message carefully. If you would like to be sent a copy, or a further copy of the proposed constitution by electronic means please contact the Club.
- As you may be aware the current Memorandum and Articles of Association were adopted many years ago and are now outdated in form and content. They were originally adopted in relation to previous corporations law which was replaced in 2001. The Board has determined that it is time that the Club has a constitution which reflects the current practices and laws which govern public companies limited by guarantee (which is how the Club currently operates) and which has regard to the current requirements of the Registered Clubs Act 1976 (NSW) and Corporations Act.
- The key changes between the Memorandum and Articles of Association and the proposed constitution include:
  - updated objects of the constitution in line with the Club's commercial and financial objectives and sustainability for a registered club operating in 2024;
  - clearer rules and procedures in relation to the application for membership and the classes of membership offered by the Club including the rights of those classes;
  - associate members have been renamed club member; and employee members are no longer a category of ordinary membership;
  - from the adoption of the new constitution no more persons can become aged members or perpetual members;
  - ex-service members remain a distinct class of membership but with more stringent qualifications moving forward, including a minimum service period in the Australian Defence Force;
  - a formalisation of the life member nomination process and associated procedures;
  - if a member's subscription or other money is unpaid for 3 months then the non-financial member will cease to be a member of the Club;
  - clear obligations arising from the Registered Club Accountability Code have been included;
  - use of electronic means for notices, and virtual meetings for general meetings, is provided for, as per the Corporations Act and Registered Clubs Act;
  - clear prohibition on proxy voting as per the requirements of the Registered Clubs Act;
  - a clear and transparent procedure for disciplinary action in relation to members conduct (if required);
  - no changes in voting rights for members;
  - more detailed requirements around the required financial reporting have been included;
  - indemnity and insurance arrangements for director benefit included, subject to legal limitations;
  - introduction of triennial election cycles for the board and associated rules as per the requirements of the Registered Clubs Act;
  - board to consist of not less than four (4) and not more than six (6) directors plus the ability for an additional two (2) appointed directors if the board so determines subject to the requirements and limitations of the Registered Clubs Act; the position of treasurer will be abolished.
  - eligibility criteria introduced for directors as well as a requirement for nominees to participate in a pre-nomination information session;
  - only one (1) director position is moving forward to be reserved (when qualified nominee(s) apply) for ex-service members
  - clear provisions reflecting the requirements of the Registered Clubs Accountability Code including in relation to director conduct have been included; and
  - improved governance arrangements in relation to the operation of Directors' and members' meetings in line with the Corporations Act 2001 (Cth) which was adopted in 2001 and best practice corporate governance.

### Procedural Matters

- In order for the Special Resolution to be passed 75% or more of the Ex-Service Members and Associate Members who are present at the meeting and who vote on the resolution, must vote in favour of the Resolution.
- Members of the Club who are employees are not entitled to vote as per the requirements of the Registered Clubs Act.
- No proxy voting is permitted as per the requirements of the Registered Clubs Act.
- Members should read the Explanatory Message above which explains the general nature and effect of the Special Resolution.
- Please direct any questions or concerns about the Special Resolution in writing to the CEO at least three (3) business days before the Annual General Meeting.
- See point 1 in the Explanatory Message above as to how to obtain a copy of the proposed constitution if it has not already been sent to you, or made available to you, by electronic means.
- The board of the Club recommends that members vote in favour of the resolution.

### Scott Lindsay

Chief Executive Officer

By direction of the Board

1st October, 2024.