



**MOSMAN CLUB**  
ESTABLISHED 1975



# Notice of Annual General Meeting and Agenda

Notice is hereby given that the Fifty Second Annual General Meeting of Mosman Returned Servicemen's Club Limited (ABN 15 000 613 785) will be held in the Club auditorium at 7:30pm **Wednesday 15 May 2019**.

## BUSINESS

1. Establishment of Quorum (30) and apologies.
2. Confirmation of the Minutes of the Fifty First Annual General Meeting held on 20 May 2018.
3. Business arising from the minutes.
4. President's report.
5. Treasurer's report.
6. To receive and consider the Directors' report financial statements and Auditor's report for the financial year ended 31<sup>st</sup> December 2018.
7. Declaration of the poll for the election of Office Bearers and Directors.
8. To consider and if thought fit pass the Ordinary Resolutions contained in this Notice.
9. To consider and if thought fit pass the Special Resolutions contained in this Notice.

## NOMINATION AND ELECTION OF OFFICE BEARERS AND DIRECTORS

This year, the positions to be elected are as follows:

### President

### Ordinary Director (one position)

Pursuant to rules 50 – 53 of the constitution Nominations open 12 April 2019 at 10:00 a.m. and close at 5:00 p.m. on 3 May 2019.

Nomination forms are available from the Club's reception.

If more than the required number of candidates nominate for election, voting will take place at the Club on the following days and times:

<b>Wednesday</b>	<b>8 May</b>	<b>4:00pm to 7:00pm</b>
<b>Friday</b>	<b>10 May</b>	<b>5:00pm to 8:00pm</b>
<b>Saturday</b>	<b>11 May</b>	<b>2:00pm to 5:00pm</b>
<b>Tuesday</b>	<b>14 May</b>	<b>11:00am to 2:00pm</b>

## ANNUAL REPORTS

If you have not requested to receive annual reports but would like to do so, you can obtain a copy of the annual reports on or before 23 April 2019 from the Club's website [www.mosmanclub.com.au/annual-report](http://www.mosmanclub.com.au/annual-report) or by asking for a copy at the Club's reception or by phoning the Club's office on 9960 2888.

## IMPORTANT NOTE REGARDING QUESTIONS FOR THE ANNUAL GENERAL MEETING

Members with questions on the reports or accounts are asked to submit those questions in writing to the Chief Executive Officer seven (7) days before the meeting. If you do not submit questions in writing seven (7) days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.

### PROCEDURAL MATTERS FOR ORDINARY RESOLUTIONS

1. Only Life members and financial Club and Special members are entitled to vote on the Ordinary Resolutions.
2. To be passed, an Ordinary Resolution must receive votes in favour from a simple majority (50% +1) of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
3. Under the Registered Clubs Act members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. The Board recommends the Ordinary Resolutions to members.

## FIRST ORDINARY RESOLUTION

- (a) That the members hereby approve expenditure by the Club not exceeding \$25,000 until the Annual General Meeting in 2020 for the following:
  - (i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
  - (ii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by ClubsNSW, and such other conferences and trade shows as determined by the Board from time to time.

- (iii) The reasonable cost of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
  - (iv) The reasonable cost of directors attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
  - (v) The reasonable cost of entertaining special guests of the Club either within the Club or elsewhere as determined by the Board from time to time.
  - (vi) The reasonable cost of meals and beverages for directors before or after a Board or Committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
  - (vii) The reimbursement of reasonable out of pocket expenses incurred by directors traveling to and from directors meetings or other duly constituted meetings of any such committee of the Board.
  - (viii) The reasonable costs of attending a Christmas party for staff and directors.
- (b) That the members hereby approve the Club providing reserved car spots for directors.
  - (c) The members acknowledge that the benefits in paragraphs (a) and (b) are not available for members generally but are only for those who are Directors of the Club.

## **SECOND ORDINARY RESOLUTION**

- (a) That the members hereby approve the payment of the following honorariums to the directors of the Club for their services as directors of the Club until the Annual General Meeting in 2019:
  - (i) President - \$10,000;
  - (ii) All other directors - \$5,000 each director.
- (b) Such honorariums to be paid by monthly or such other installments as the Club and the President or director may agree from time to time.

### **Notes to Members on Ordinary Resolutions**

These notes are to be read in conjunction with the proposed Resolutions.

### **First Ordinary Resolution**

- 5. The First Ordinary Resolution is to have the members in General Meeting approve an amount no greater than \$25,000.00 for the expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses. Included in the resolution is the cost of directors attending functions as representatives of the Club and the costs of their spouses/partners also attending those functions.

### **Second Ordinary Resolution**

- 6. The Second Ordinary Resolution is to have the members in General Meeting approve honorariums for the directors of the Club for duties to be performed by them until the next Annual General Meeting. The President's honorarium to be \$10,000.00 and the honorariums for all other directors to be \$5,000.00.

**PROCEDURAL MATTERS FOR  
SPECIAL RESOLUTIONS**

1. The Special Resolution should be read in conjunction with the explanatory notes which follow the Special Resolution.
2. To be passed, the Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
- 3. Only Life members, financial Club members and financial Special members can vote on the Special Resolution.**
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. The Board of the Club recommends the Special Resolution to members.

**SPECIAL RESOLUTION**

That the Constitution of Mosman Returned Servicemen's Club Limited be amended by:

- (a) **inserting** at the end of Rule 6(j) the words "*and Liquor Act*".
- (b) **deleting** from Rule 12 the word "*certificate*" and in lieu thereof **inserting** the word "*licence*".
- (c) **deleting** Rule 17(a) and **renumbering** Rule 17(b) as Rule 17.
- (d) deleting Rule 19 and in lieu thereof **inserting** the following new Rule 19:  
  
"19. *Intentionally Deleted.*"
- (e) **deleting** Rules 29(b) to (d) inclusive and in lieu thereof **inserting** the following new Rules 29(b) to (e) inclusive:  
  
"(b) *Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.*  
  
(c) *Honorary members who are not Full members of the Club shall only be entitled to the social facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club.*  
  
(d) *Honorary members who are not Full members of the Club shall not be*

*entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.*

- (e) *When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:*
  - (i) *the name in full, or surname and initials, of the Honorary Member; and*
  - (ii) *the residential address of the Honorary Member."*
- (f) **deleting** from Rule 39(b) the words "*and Section 31(1)(b1)*".
- (g) **deleting** from Rule 45(a)(vii) the words "*certificate of registration*" and in lieu thereof **inserting** the words "*club licence*".
- (h) **inserting** the following new Rules 45(d) and (e):
  - (d) *Without limiting Rule 45(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 45(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.*
  - (e) *Without limiting Rule 45(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 45(a)(i) the person must not remain in the vicinity of the Club or re-enter the vicinity of the Club within twenty four (24) hours of being refused admission or being turned out."*
- (i) **deleting** Rule 49 and in lieu thereof **inserting** the following new Rule 49:  
  
"49. For the purposes of Rule 48(c), "*responsible adult*" means an adult who is:
  - (a) *a parent, step-parent or guardian of the minor; or*
  - (b) *the minor's spouse or de facto partner;*
  - (c) *for the time being, standing in as the parent of the minor".*

(j) **deleting** Rule 50(b) and **renumbering** Rule 50(a) as Rule 50.

(k) **inserting** the following new Rule 52B:

*“52B. Any person who is elected or appointed to the Board must complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act notwithstanding that under the Act or Regulation the member is exempt from having to undertake the required training.”*

(l) **deleting** from Rule 56(i) the figure “41J” and in lieu thereof **inserting** the figure “41E”.

(m) **deleting** from Rule 63 the words “five (5) directors personally present” and in lieu thereof **inserting** the words “four (4) directors present”.

(n) **deleting** Rules 70 to 75 inclusive and the headings preceding those Rules and in lieu thereof **inserting** the following new headings and Rule 70 to 75I inclusive:

**“MATERIAL PERSONAL INTERESTS OF DIRECTORS**

70 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 71.*

71 *Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*

- (a) *must not vote on the matter; and*
- (b) *must not be present while the matter is being considered at the meeting.*

**REGISTERED CLUBS ACCOUNTABILITY CODE**

72 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 74 to 75I inclusive.*

73 *For the purposes of Rules 74 to 75I inclusive, the following terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

**CONTRACTS WITH TOP EXECUTIVES**

74 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*

- (a) *the top executive’s terms of employment; and*
- (b) *the roles and responsibilities of the top executive;*
- (c) *the remuneration (including fees for service) of the top executive;*
- (d) *the termination of the top executive’s employment.*

75 *Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

**CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

75A *Subject to Rule 75C and any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*

75B *A “pecuniary interest” in a company for the purposes of Rule 75A does not include any interest exempted by the Registered Clubs Act.*

**CONTRACTS WITH SECRETARY AND MANAGERS**

75C *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*

- (a) *the Secretary or a manager; or*
- (b) *any close relative of the Secretary or a manager;*
- (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

## LOANS TO DIRECTORS AND EMPLOYEES

- 75D The Club must not:
- (a) lend money to a director of the Club; and
  - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

## RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- 75E A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 75F If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

## DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- 75G A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises,
  - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an

affiliated body of the Club or from a person or body that has entered into a contract with the Club.

- 75H The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 75G.

## PROVISION OF INFORMATION TO MEMBERS

- 75I The Club must:
- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates, and
  - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information."
- (o) **inserting** at the end of Rule 77(e) the words "or Liquor Act".
- (p) **deleting** Rule 80(b) and in lieu thereof **inserting** the following new Rule 80(b):
- "(b) The Board must call and arrange to hold a general meeting of the club on the request of members with at least 5% of votes that may be cast at the general meeting. In this Rule 80, the term "request" shall mean the request referred to in this paragraph (b)".

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## Notes to Members on the Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to align it with the Corporations Act, Liquor Act, Registered Clubs Act and their associated regulations. Parts of these acts have been changed over recent years and these proposals represent those changes.
2. **Paragraphs (a) and (o)** insert appropriate references to the Liquor Act.
3. **Paragraph (b)** replaces a reference to the certificate of registration (which was previously held by the Club) with a reference to the club licence (which is now held by the Club).
4. **Paragraph (c)** deletes a provision which referred to the maximum number of members permitted under the Registered Clubs Act. That

Act set a limit on the number of members. The Act no longer prescribes a maximum number of members for clubs.

5. **Paragraph (d)** deletes a historical provision relating to the transfer of members from the previous categories of membership to the current categories of membership when the Constitution was adopted.
6. **Paragraph (e)** amends existing provisions relating to Honorary membership to bring the Constitution into line with the Registered Clubs Act.
7. **Paragraphs (f) and (l)** amend cross references to the Registered Clubs Act.
8. **Paragraphs (g) and (h)** amend existing provisions relation to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
9. **Paragraph (i)** amends the definition of "responsible adult" to reflect the definition contained in the Liquor Act.
10. **Paragraph (j)** deletes an out dated reference to previous annual elections. Since 2014, the Board has been elected in accordance with the Triennial Rule.
11. **Paragraph (k)** clarifies that any person who is elected or appointed to the Board must complete the mandatory training requirements for directors as prescribed by the Regulation made under the Registered Clubs Act whether or not they are exempted from doing so. This reflects amendments made to the Constitution in 2016.
12. **Paragraph (n)** reduces the quorum for board meetings from five (5) directors to four (4) directors.
13. **Paragraph (n)** amends existing provisions relating to corporate governance and accountability to reflect the Registered Clubs Act and Registered Clubs Regulation.
14. **Paragraph (p)** amends an existing provision relating to the calling of general meetings on the request of members to bring the Constitution into line with the Corporations Act. In this regard:

- (a) Rule 80(b) currently provides that the Board must call and arrange to hold a general meeting of the Club on the request of members with at least five percent (5%) of the votes that may be cast at the general meeting or one

hundred (100) members. This reflects the previous requirements contained in the Corporations Act and

- (b) The Corporations Act has been amended and now provides that directors are only required to call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
- (c) This paragraph proposes to amend Rule 80(b), so that it reflects the current requirements of the Corporations Act.

The Club's current Constitution may be accessed at [www.mosmanclub.com.au/annual-report/](http://www.mosmanclub.com.au/annual-report/) or by requesting a copy in writing to [gm@mosmanclub.com.au](mailto:gm@mosmanclub.com.au)

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By Order of the Board



Gerard Boyle MAICD, ACCM  
Chief Executive Officer

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**ONLY 2019 FINANCIAL MEMBERS ARE ENTITLED TO VOTE AND ATTEND THE ANNUAL GENERAL MEETING.**

**Help us improve efficiencies and save the unnecessary waste of paper.** Please notify the Club at [gm@mosmanclub.com.au](mailto:gm@mosmanclub.com.au) if you would prefer to stop paper notices being sent to you. If so, we will send all future correspondence electronically to your nominated email address.