



Notice of Annual General Meeting and Agenda

Notice is hereby given that the 57th Annual General Meeting of Mosman Returned Servicemen's Club Limited (ABN 15 000 613 785) will be held in the Club auditorium at 6:30pm **Wednesday 22 May 2024**.

BUSINESS

1. Establishment of Quorum (20) and apologies.
2. Confirmation of the Minutes of the 56th Annual General Meeting held on 24 May 2023.
3. Executive's report.
4. To receive and consider the Directors' report, financial statements and Auditor's report for the financial year ended 31st December 2023.
5. Declaration of the poll for the election of Office Bearer and Director.
6. To consider and if thought fit pass the Ordinary Resolutions contained in this Notice.
7. To consider and if thought fit pass the Special Resolutions contained in this Notice.

NOMINATION AND ELECTION OF OFFICE BEARER AND DIRECTOR

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

Vice-President

Ordinary Director (one position)

Pursuant to rules 50 – 53 of the constitution Nominations open 18 April 2024 at 10:00 a.m. and close at 10:30 a.m. on 9 May 2024.

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:

Wednesday 15 May 3:30pm to 6:30pm
Saturday 18 May 1:00pm to 4:00pm
Tuesday 21 May 10:00am to 1:00pm

ANNUAL REPORTS

You can obtain a copy of the annual report from the Club's website www.mosmanclub.com.au/aboutus or by asking for a copy at the Club's reception or by phoning the Club's office on 9960 2888 from 30 April 2024.

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 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 \$35,000 until the Annual General Meeting in 2025 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 venue 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 mealtime.
 - (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 of 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 2025:
 - (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

The First Ordinary Resolution is to have the members in General Meeting approve an amount no greater than \$35,000.00 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

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.

Constitution and By-laws so far as they apply to that person.”

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. Life members, financial Club members and financial Special members of the Club are entitled to vote on the Special Resolution.
2. To be passed, the Special Resolution must receive votes in favour from at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special 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. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
5. The Board recommends the Special Resolutions to members.

SPECIAL RESOLUTION

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

That the Constitution of Mosman Returned Services Club Limited be amended by:

- (a) **inserting** the following new rules 4A and 4B:

4A *Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.*

4B *The Constitution and By-laws of the Club have effect as a contract between:*

(a) *the Club and each member;*

(b) *the Club and each director; and*

(c) *each member and each other member,*

under which each person agrees to observe and perform the

- (b) **deleting** from Rule 5(b)(ii) the word “and” and **inserting** the word “or”.

- (c) **Inserting** the following new Rule 5(b)(iii):

“if the Board does not charge a member a subscription, but the member has not renewed their membership by the date set by the Board for the renewal of that membership; and”

- (d) **inserting** at the end of Rule 5(b) the words “or until the membership is renewed, whichever is applicable.”

- (e) **inserting** at the end of Rule 33 (a) the words “If the person applied for membership electronically, they must provide evidence verifying their identity as required by Rule 34(b) to be eligible for Provisional membership.”

- (f) **deleting** from Rule 27 the words “within six weeks from the date of the nomination form being given to the Secretary”

- (g) **inserting** in Rule 30 after the words “radius from the Club” the words “if such a requirement is imposed by the Registered Clubs Act.”

- (h) **inserting** the following new Rules 31(g) and (h):

“(g) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 38 on the first day that they enter the Club’s premises during that period.

- (h) *The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.”*

- (i) **inserting** into Rule 34(a) after the words “in writing” the words “either in hard copy or created electronically”.

- (j) **inserting** the new Rules 34(a)(viii) and (ix):

- “(ii)(a) the email address of the applicant; forms of identification as required by Rule 33 to verify their identity.”
- (ii)(b) the telephone number of the applicant.”
- (k) **inserting** into Rule 34(b) after the words “*application for membership*” the words “*made in a hard copy application*”.
- (l) **inserting** the following new Rule 34(d1), (d2) and (d3):
- (d1) A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorized officer of the Club:
- (i) the entrance fee and the appropriate annual subscription if any; and
- (ii) identification such as (without limitation a current driver’s licence or a current passport) held by that applicant”.
- (d2) The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.
- (d3) A person whose online application has been referred to the Secretary in accordance with paragraph (d3) of this Rule 34 and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member.”
- (m) **inserting** the following new Rule 34(g):
- “(g) If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the member provides to the Club
- (n) **deleting** the first sentence of Rule 35(a).
- (o) **deleting** from Rule 38(c) the words “*in writing to each member*”:
- (p) **inserting** the following new Rule 38A:
- “38A. *Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:*
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.”
- (q) **deleting** from Rule 40 the word “*address*” and in its place **inserting** the words “*contact details, including address, email address and phone number*”.
- (r) **inserting** the following new Rules 42(c1) to (c4):
- “(c1) The member charged shall be entitled to call witnesses provided that:
- (i) if the proposed witness fails to attend the hearing or provide evidence at the hearing, the board could still hear and determine the charge; and

- (ii) the club cannot force any person, including a member, proposed by the member charged as a witness to attend and provide evidence at the hearing;
- (c2) The member charges must act in an appropriate manner at the meeting and in particular without limitation the member must not act in an offensive or disruptive manner.
- (c3) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (c4) If the member charged does not comply with the warning given in accordance with paragraph (e) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (s) **inserting** in Rule 42(d) before the words "the member's absence notwithstanding" the words "and the Board may impose penalties".
- (t) **inserting** the following new Rules 41(j), (k) and (l):
- (j) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 41.
- (k) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.
- (l) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 41 is not strictly complied with provided that
- there was no substantive injustice for the member charged."
- (u) **deleting** from Rule 43 the words "or for five (5) weeks whichever is sooner".
- (v) **deleting** from Rule 46(a) the word "*Club*" and inserting the word "*Secretary*".
- (w) **deleting** from Rule 53(g) the words "and additional nominations made with the consent of the nominee or nominees be made at the meeting for the position not so filled" and in its place **inserting** the words "all remaining positions will be casual vacancies."
- (x) **inserting** the following new Rule 58A(i)
"To dissolve any such sub club."
-
- Notes to Members on Special Resolution**
1. The Special resolution proposes a number of amendments to the Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act.
 2. The Special Resolution also makes a number of other drafting amendments to improve the drafting throughout the document and ensures it is up to date with best practice.
 3. **Paragraph (a)** will insert introductory rules into the Constitution which reflect the status of the Constitution as a binding contract between members.
 4. **Paragraphs (b) to (d)** update the definition of Financial member to reflect the fact that the Registered Clubs Act no longer requires a minimum subscription.
 5. **Paragraphs (e) to (h)** updates the Rules in relation to provisional and temporary membership to reflect the Registered Clubs Act.
 6. **Paragraphs (i) to (m)** update the Rules in relation to applications for membership, allow application for membership to be lodged electronically, confirm the identification necessary to become a provisional member and amend the Club's Constitution to reflect the Club's current practice.
 7. **Paragraphs (n) and (o)** update the rules in relation to subscriptions and the method of notification that subscriptions.

8. **Paragraph (p)** inserts a new rule to clarify the rights a non-financial member ceases to enjoy while they are not financial.
9. **Paragraph (q)** updates the rule requiring members to inform the Club of changes to their contact details.
10. **Paragraphs (r) to (u)** update the rules in relation to disciplinary proceedings to reflect current best practice, sets out the procedures for disciplinary hearings in greater detail, and clarify the procedure for a member to bring witnesses to the meeting.
11. **Paragraphs (w)** clarify that a member can resign their membership by returning their membership card to the Club.
12. **Paragraph (x)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, these will be casual vacancies to be filled by the Board after the Annual General Meeting.
13. **Paragraph (y)** update rules in relation to sub clubs to confirm the Board's powers in relation to sub clubs.

The Club's current Constitution may be accessed at www.mosmanclub.com.au/aboutus/ or by requesting a copy in writing to gm@mosmanclub.com.au

By Order of the Board



Gerard Boyle
Chief Executive Officer

ONLY 2024 FINANCIAL MEMBERS ARE ENTITLED TO VOTE AND ATTEND THE ANNUAL GENERAL MEETING.