



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Taree RSL and Golf Club Ltd ACN 000 995 415 (**Club**) shall be held on the Club's premises, 121 Wingham Road, Taree on **Wednesday 29 July 2020 at 6:00pm**. Members will be required to present their current Club membership card and sign the Attendance Register on entering the meeting.

### The Business of the Annual General Meeting shall be as follows:

1. Apologies.
2. To confirm the Minutes of the previous Annual General Meeting held on 14 April 2019.
3. To receive reports from the Board.
4. To receive the report from the Chief Executive Officer.
5. To receive and consider the Statement of Comprehensive Income, Statement of Changes in Equity, Statement of Financial Position, and Statement of Cash flows, accompanying notes and the Report of the Auditor.
6. To consider, and if thought fit, pass the Ordinary Resolution relating to expenses benefits and professional development for Directors.
7. To consider, and if thought fit, pass Special Resolution 1 to amend the Constitution (to be considered only if the corresponding ordinary resolution is passed by Club Taree Golf – see general notes below).
8. To consider, and if thought fit, pass Special Resolution 2 to amend the Constitution (to be considered only if the corresponding ordinary resolution is passed by Club Taree Golf – see general notes below).
9. To notify members of each expression of interest in an amalgamation and unsolicited merger offer that the Club has received from another club within the prior 12 months (if any).
10. To declare the results of the election of the Board.
11. Any other general business of which at least five business (5) days' notice has been duly given.

### ORDINARY RESOLUTION

That the members hereby approve expenditure by Taree RSL and Golf Club Ltd ACN 000 995 415 (**Club**) for the following expenses and professional development and education of Directors:

- a) Reasonable expenditure for a meal and beverage for each Director whilst attending official Board or Committee meetings at the Club;
- b) Reasonable expenditure incurred by each Director in relation to travelling to and from special meetings or events on official Club business as approved by the Board;
- c) Reasonable expenditure on food and refreshment by any Director in entertaining official or otherwise special guests of the Club in the Club's dining rooms or the bar and such expenditure to be approved by the Board at its next meeting following as properly incurred;
- d) Repayment of expenses incurred by the President of the Club up to a limit of \$12,000 per annum to cover costs involved in representing the Club, at club industry, civic, community or charity events; Club related seminars; and functions locally and away; with such expenses to be validated by invoice, receipts or diary entries as applicable and available;

- e) Repayment of expenses incurred by the Club's Chairperson of the Activities Council Committee up to a limit of \$500 per annum to cover costs incurred in carrying out the functions of that office, with such expenses to be validated by invoices, receipts or diary entries as applicable and available;
- f) Repayment of reasonable cost of food, travel and accommodation for Directors in attending special events on behalf of the Club, such as ClubsNSW seminars, trade shows, conferences, Directors' development courses and the like as approved by the Board, with such expenses to be separate and in addition to any of the other expenses authorised in this resolution;
- g) Repayment of reasonable cost of food, travel and accommodation for Directors and their partners in attending on behalf of the Club, the ClubsNSW and RSL and Services Club Association Annual General Meetings and conferences as approved by the Board, such expenses to be separate and in addition to any of the other expenses authorised in this resolution;
- h) Repayment of reasonable costs of Directors attending other registered clubs and venues for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the development of the Club;
- i) The conduct, on one occasion per year, of a dinner for the purpose of enhancing public relations and affirming the Club's position within the community, to which parliamentary, local, club industry or community representatives may be invited; and
- j) Provision of an official uniform, accessories and associated apparel, and reserved car parking space to Directors at Club expense after the Directors' appointment to the Board.

#### EXPLANATORY NOTES – ORDINARY RESOLUTION

- 1 Under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**), Directors and other members may receive benefits which are not equally available to all Full Members of the Club, provided that approval is given by the members under that Act.
- 2 If the Ordinary Resolution is passed, the members will have authorised reasonable expenditure in relation to duties performed by the Club's Directors and other persons specified such as committee members.
- 3 Additionally, the members will have authorised reasonable expenditure for the Directors and the other relevant persons specified in the resolution to participate in the listed professional development and education activities, which are considered necessary to keep the Club up to date with current trends and developments.
- 4 The Ordinary Resolution will be passed if a simple majority of the members present and voting (being entitled to do so) vote in favour of the Ordinary Resolution.

#### SPECIAL RESOLUTION 1

That the Constitution of Taree RSL and Golf Club Ltd ACN 000 995 415 be amended by amending Rule 170 by:

- inserting the word "Club's" before the words "golf course"
- replacing the word "exist" with the word "existed"
- inserting the word "the" before the word "amalgamation"
- inserting the word "Club" after the word "RSL"

- inserting at the end, the words "except in extraordinary circumstances affecting the Club or the Club's premises (including but not limited to fire, drought, flood, cyclone, tornado, earthquake or any natural disaster), as recommended by the Club Secretary and approved by the Board",

so that the new Rule 170 reads as follows:

170. *The Club's golf course shall be maintained at least to the standards which existed at the time of the amalgamation of Taree RSL Club Limited and Taree Golf Club Limited except in extraordinary circumstances affecting the Club or the Club's premises (including but not limited to fire, drought, flood, cyclone, tornado, earthquake or any natural disaster), as recommended by the Club Secretary and approved by the Board.*

#### EXPLANATORY NOTES – SPECIAL RESOLUTION 1

- 1 The Taree community recently suffered devastating bushfires that created substantial damage, decimated local resources and destroyed properties. This was in addition to the severe drought experienced by the greater region. The effects of these natural disasters have caused, and will continue to cause, significant financial and operational strain for the Club.
- 2 Since then, the Club, and indeed the world, has been affected by the COVID-19 pandemic which has placed more financial strain on the Club.
- 3 Rule 170 currently contains a requirement on the Club to maintain the golf course to the standards existing at the time of the amalgamation between Taree RSL Club Limited and Taree Golf Club Limited. The rule was included in around 2001 at the time of the amalgamation and has not been changed since then.
- 4 Rule 170 is difficult to implement in practice. Specifically, it is difficult to determine what the standards of the golf course were at the time of that amalgamation.
- 5 More importantly, a strict interpretation of Rule 170 does not give the Club any flexibility about its maintenance responsibilities. In particular, where there are extenuating circumstances such as severe drought or bushfire, it is unclear whether the Constitution would require the Club to continue maintaining the golf course to a very high standard despite pressures to allocate funds towards areas of need arising from the drought or bushfires.
- 6 The obligations under Rule 170 are ultimately subject to the *Corporations Act 2001* (Cth) and Registered Clubs Act, which includes the duties placed on directors to act in the best interests of the members. Therefore, extraordinary circumstances could allow for the Club's directors to give priority to taking other steps to ensure they continue to meet their duties, rather than having to still divert resources (financial or otherwise) to their responsibility to keep up golf course maintenance standards. However, the obligation remains unclear and creates some uncertainty for the Board and management.
- 7 Therefore, the proposed amendment adds a clearer and more reliable exception to give the directors and members comfort that the golf course maintenance responsibilities would not apply in extraordinary circumstances. The proposed new Rule 170 contemplates natural disaster examples. These would then provide the Club's Board and management with more flexibility to deal with those crises without having to worry about whether such actions could potentially be inconsistent with the Constitution.

- 8 There are also some additional minor amendments proposed to tidy up some of the wording in Rule 170.

## SPECIAL RESOLUTION 2

That the Constitution of Taree RSL and Golf Club Ltd ACN 000 995 415 be amended by replacing in Rule 169 the word "maintain" with the word "keep".

### EXPLANATORY NOTES – SPECIAL RESOLUTION 2

- 1 Special Resolution 2 proposes to clarify that Rule 169 relates to the Club having a golf course of a certain size (i.e. 18 hole and minimum 69 par), as distinct from Rule 170 which already deals with standards of maintenance. Therefore, Special Resolution 2 proposes to use the word "keep" in Rule 169 instead of "maintain" to be clearer about the purpose of Rule 169 as contrasted with Rule 170.

### GENERAL NOTES FOR MEMBERS

- 1 The Club will be holding its Annual General Meeting at its premises and will be adhering to the restrictions on gatherings in force at the time of the Annual General Meeting, which may involve the Club holding the meeting in separate rooms.
- 2 Only the following members are entitled to vote on the Ordinary Resolution and the Special Resolutions:
- (a) financial RSL members, financial Associate members, financial Golfing members and Life members elected to membership prior to the 2017 Annual General Meeting; and
  - (b) financial RSL members, financial Associate members, financial Golfing members and Life members elected to membership after the 2017 Annual General Meeting, provided he or she has been a member of the Club for at least 12 consecutive months.
- 3 Employees and persons who are currently occupying any part of the Club's premises under a lease, licence, agreement, contract or otherwise for monetary gain are prohibited from voting. Proxy voting is prohibited under the Registered Clubs Act.
- 4 The proposed rule changes are being presented at the upcoming annual general meeting of the members of Club Taree's Golf Sub-Club (**Club Taree Golf**). Rule 168 of the Constitution provides that any resolution modifying Rules 169, 170 or 171 of the Constitution will not take effect unless and until a resolution in similar terms has been approved by a majority of the Club Taree Golf members. Club Taree Golf will consider and vote on resolutions at their meeting being held on 21 July 2020 to approve these Constitution changes. If Club Taree Golf has passed those resolutions and if the above Special Resolutions are passed at the Club's Annual General Meeting, then the Constitution will be amended accordingly. If Club Taree Golf does not pass the corresponding resolutions at its meeting, then the Special Resolutions set out in this notice will not be presented to the Club Taree members.
- 5 Each Special Resolution must be considered as a whole and cannot be amended in substance by motions from the floor.

- 6 Each Special Resolution will be passed if at least 75% of the members present and voting (being entitled to do so) vote in favour of the Special Resolution.
- 7 Members are advised that due to COVID-19, the requirements for giving notices of general meeting have been altered such that the Club is permitted to issue notices and any information to be provided with the notice of meeting through the use of technology.
- 8 A copy of the current Constitution is available to members on request from the Club's office.
- 9 Members are requested to send any questions regarding the Ordinary Resolution or the Special Resolution to the Chief Executive Officer in writing at least five (5) business days prior to the Annual General Meeting so that they can be addressed, and brought to the attention of the meeting where appropriate.
- 10 Members wishing to attend must register at the Annual General Meeting to verify their eligibility, and registration will open at 5.00pm on the day. Members are reminded to be in attendance in time to register before the meeting commences at 6.00pm.

**BY ORDER OF THE BOARD**

MORGAN STEWART

Chief Executive Officer

23 June 2020