

GYMEA

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HELENSBURGH

24 Boomerang Street
Helensburgh NSW 2508
T. 02 4294 1122
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Notice is hereby given that the

FIFTY NINTH ANNUAL GENERAL MEETING

OF THE SUTHERLAND DISTRICT TRADE UNION

CLUB LTD ABN 17 000 341 186 (*the Club*) will be held in the Club's

Southern Cross Room at the Club's premises at 57 Manchester Road GyMEA NSW

On Sunday 28th April 2019 Commencing at 10:00am.

Agenda

1. Apologies
2. Adoption of Minutes of Annual General Meeting held Sunday 8th April 2018
3. Auditor's report and consideration of Financial Statements
4. The President's Report on behalf of the Board of Directors
5. Management's Report

6. Special Resolution

The meeting endorses the unanimous recommendation of the Board of Directors:

*That the Constitution of Sutherland District Trade Union Club Ltd ABN 17 000 341 186 (**Club**) in the form presented to the Annual General Meeting and signed by the Chairperson of the meeting for the purpose of identification, be adopted as the Club's new Constitution in substitution for and in replacement of the Club's existing Constitution.*

Please see explanatory notes attached and forming part of this notice.

7. Resolutions approving expenditure by the Board of Directors

1. That pursuant to the Registered Clubs Act 1976

(a) The members hereby approve expenditure by the club in a sum not exceeding \$250,000 in respect of the period to the AGM in 2020 for the following expenses subject to approval by the Board of Directors:

- (i) expenses involved in the sponsorship of Intra (sub) Clubs
- (ii) Trade Union sub-committee events and promotion of Trade Union activities
- (iii) student scholarships

(iv) presentations to members or other persons acknowledging services deemed by the Directors as being of benefit to the Club and / or community

(v) presentations to members who, in the opinion of the Board, have rendered long and significant service or contributions to the Club and/or community. Such benefits being for dinners, awards, presentations, wakes and other such benefits that acknowledge, commemorate or honour the service or contribution of such members provided however that: the benefit shall not be in the form of money, cheque or promissory note

paid to the member whose service is being acknowledged, commemorated or honoured or to any person on behalf of that member or to a close relative of that member

(vi) Sponsorship of Surf Lifesaving Clubs, sports and community clubs, sporting events and sports / community persons deemed by the Directors to be of benefit to the Club and / or the Community

(vii) the reasonable costs of Directors communications

(viii) the provision of a communications tablet or similar equipment for Directors

(ix) reasonable travelling and accommodation expenses incurred by Directors and partners (where appropriate to represent the Club) in travelling to and from Directors, Committee and Members meetings and functions either within the Club or elsewhere – as approved by the Board, on production of documentary evidence of such expenditure

(x) the cost of a meal and beverage for each Director and partner at an Annual Dinner and at a reasonable time before or after Directors, Committee or Members' meetings on the day of the meeting

(xi) the cost of a meal and beverage on the day of the Annual General Meeting for certain members who are invited to speak at the Annual General Meeting or who are Councillors, members of State or Federal Parliament, Returning Officers or other dignitaries as approved by the Board

(xii) reasonable expenses incurred by Directors and partners either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club, attending Australian Surf Lifesaving Titles and other sponsorship and promotional activities approved by the Board, on production of documentary evidence of such expenditure

(xiii) the cost of a meal and beverage at an annual dinner for all Life Members and other guests approved by the Board and reasonable expenses incurred by Life Members in attending the annual dinner

(xiv) the provision of blazers and other associated official apparel for use of Directors when representing the Club.

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only those who are Directors of the Club or Life Members or members described in paragraph (a) above, as the case may be.

2. That pursuant to the Registered Clubs Act 1976

(a) The members hereby approve expenditure by the Club in a sum not exceeding \$150,000 in respect of the period to the AGM in 2020 for the professional development and education of Directors including:

- (i) the reasonable costs of Directors attending Clubs Australia / Clubs NSW Annual General Meeting and Regional meetings
- (ii) the reasonable costs of Directors attending meetings of other associations of which the Club is a member
- (iii) the reasonable costs of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time
- (iv) the reasonable costs of Directors attending other Clubs or Hospitality venues or other businesses similar to those operated or proposed to be operated by the Club for the purpose of observing their facilities and/or methods of operation
- (v) the reasonable costs of Directors attendance at functions and events either within the Club or elsewhere, with partners where appropriate and required, on behalf of the Club

(b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only those who are Directors of the Club.

8. **RESOLUTION – Appointment of Auditor**

“That Ernst & Young be hereby appointed as auditor of Sutherland District Trade Union Club Limited”.

9. Any Resolution of which notice IN WRITING has been received by the General Manager not less than fourteen (14) days prior to the date set for the Annual General Meeting.

10. Declaration of the poll by the returning officer

By Resolution and Direction of the Board 26th February 2019

Jason McMaster General Manager / Company Secretary

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OF THE SUTHERLAND DISTRICT TRADE UNION
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On Sunday 28th April 2019 Commencing at 10:00am.**

Item 6: Special Resolution

*That the Constitution of Sutherland District Trade Union Club Ltd ABN 17 000 341 186 (**Club**) in the form presented to the Annual General Meeting and signed by the Chairperson of the meeting for the purpose of identification, be adopted as the Club's new Constitution in substitution for and in replacement of the Club's existing Constitution.*

Item 6 Explanatory Notes

1 About the Special Resolution

- 1.1 The resolution to adopt a new Constitution will be put to members for consideration as a Special Resolution in accordance with the *Corporations Act 2001* (**Corporations Act**).
- 1.2 If this Special Resolution is passed, then the existing Constitution of the Club will be replaced in its entirety by a new Constitution.
- 1.3 A copy of the proposed new Constitution which will be presented to the members at the Annual General Meeting for approval is available for members from the Club's office on request in hard copy or by email.
- 1.4 An additional information and discussion session will be held 16th April 2019 at 7pm, Southern Cross Room , Tradies Gyemea, 57 Manchester Road Gyemea. Interested members are welcome to attend.
- 1.5 The main purpose of the new Constitution is to update the Club's rules to reflect current law applicable to registered clubs and the Club's operations, and to assist with streamlining the Club's operations.
- 1.6 The Board encourages members to read the summary below and the proposed new Constitution carefully and attend the Annual General Meeting to vote on this important resolution for our Club.

2 Summary of key changes

Not all changes to the Constitution are listed in this notice as some are of a more administrative nature, for example, streamlining the rules relating to membership registers with reference to the current legislation and including references to Trade Union Perpetual Members and Associate Perpetual Members where appropriate. However, some significant changes include:

2.1 Current Legislation

Some updates have been made to reflect current legislation. For example:

- a) A reference to the regulations in the second schedule to the *Companies Act 1936* has been replaced by Rule 4, which displaces the 'replaceable rules' under the Corporations Act except in so far as they are incorporated into the Constitution itself.
- b) Outdated references to Part X of the Liquor Act concerning obtaining the consent of the Licensing Court (which no longer exists) with respect to the disposal of certain property, has been replaced with a reference to the requirements under the *Registered Clubs Act 1976* (**Registered Clubs Act**) and *Liquor Act 2007* which deal with disposal of the Club's 'core property' and the leasing of its liquor licensed premises respectively.

2.2 **Objects**

Currently, the Club's objects provide that interest shall not be payable by the Club upon securities aggregating more than two-thirds of the total sum which comprises the unimproved capital value of the land and upon which the premises of the Club are erected (excluding any added value attributable to the fact that the Club is registered) and the value of the improvements on the land. The new Constitution would remove this requirement as it is considered by the Board to be unduly restrictive in the modern context.

2.3 **Reporting to members**

Rule 8 c) now provides that financial information is to be made available to members in accordance with the Registered Clubs Act (which provides for certain information to be available on a quarterly basis for members on request) and in accordance with the annual reporting requirements under the Corporations Act.

2.4 **Honorary membership**

As the Club has previously amalgamated with an RSL club, serving members of the Australian Defence Force and former Australian Defence Force members (who are also service members of the RSL and also a member of at least 1 other RSL or Services Club) can be admitted to honorary membership under the Registered Clubs Act. This is now reflected in Rule 14.

2.5 **Life members**

Life members are to be elected by a majority of votes cast by those members present and voting (being eligible to do so) at an Annual General Meeting, following a nomination by the Board.

2.6 **Guests**

Temporary members will now be able to bring their children to the Club as guests, provided that they are a 'responsible adult' (such as a parent or guardian) for that child, in accordance with the Registered Clubs Act. This is intended to allow people visiting the Club, for example on holidays, to bring their children with them. Restrictions on minors entering a gaming or bar area will apply.

2.7 **Board**

- (a) Historical rules relating to the election of the Board which no longer apply given the total number of directors has been reduced to 7 Board members, have been deleted.
- (b) If the number of candidates in a Board election does not exceed the number of vacancies to be filled, then the persons nominated will be declared to be elected. If insufficient nominations are received, then further nominations may be made at AGM (with consent from the candidate).
- (c) The Constitution previously allowed members to remove a Director by 'special resolution'. However, the Constitution has been updated to allow members to remove a Director by

ordinary resolution, and appoint a replacement, which is consistent with the process under the Corporations Act.

- (d) The new Constitution would permit the Board to appoint any eligible member to fill a casual vacancy on the Board. That person holds office only for the balance of the term of the director they have replaced.

2.8 Board meetings

- (a) Board meetings may be held using any technology consented to by all Directors.
- (b) The directors can now pass a resolution without holding a Board meeting, provided that they all sign a statement in the appropriate form declaring that they are in favour of the resolution. The passing of a circulating resolution is a replaceable rule under the Corporations Act and can be included in the Constitution.

2.9 Calling of the General Meeting by Members

- (a) Section 249D of the Corporations Act previously provided that a company must call a General Meeting on the request of members with at least 5% of the votes which may be cast at a General Meeting or 100 members entitled to vote (whichever was less). This is reflected in the current Constitution.
- (b) Section 249D of the Corporations Act was changed to remove the reference to '100 members' so that such a request could only be made by members with at least 5% of the votes that may be cast at the General Meeting under the Act. This was intended to ensure that there is at least a reasonable level of support amongst the membership for a special General Meeting to be called in this way, particularly given the costs associated with the calling of General Meetings.
- (c) Rule 28 of the new Constitution reflects the procedure in the Corporations Act, to avoid duplicate inconsistent procedures being applicable to this situation. This does not change the requirement for the Club to hold its Annual General Meeting each year.

2.10 Cancellation/postponement of meetings

- (d) The Board will have new powers under Rule 28 to cancel or postpone General Meetings. For example, if a special General Meeting is called to deal with a particular issue which is then resolved before the date of the meeting, then the meeting may be cancelled to avoid inconvenience to the members.
- (e) If a special General Meeting is called at the request of a certain group of members, who then decide they want to cancel the meeting, then the Club believes it is fair that those members should pay the costs of cancellation as the meeting was only called at their request. This is set out in Rule 28.
- (f) These new rules do not change the requirement for the Club to hold the Annual General Meeting after the end of each financial year in accordance with the Corporations Act.

2.11 Voting

- (a) Rule 33 a) confirms that Trade Union Members and Trade Union Perpetual Members are entitled to vote at General Meetings (which includes the Annual General Meeting), if they have paid all instalments of the membership subscription and other money due to the Club as provided in Rule 33 b).
- (b) Trade Union Members and Trade Union Perpetual Members are only eligible to be elected to the Board if they have 5 continuous years membership, and, they have paid all instalments of the membership subscription and other money due to the Club. Rule 33 b) has been

amended to confirm that this will also be assessed at the point of nomination, and that any nominator/seconded must also be paid up to date.

2.12 **Disciplinary Proceedings and exclusion from Club Premises**

- (a) Rule 35 now sets out a more comprehensive procedure for conducting disciplinary proceedings. It confirms that members will be given an opportunity to attend the hearing and/or make written submissions, and to call witnesses in their defence. However, if a member decides not to attend, then the Board (or disciplinary committee) will be able to deal with the matter in their absence.
- (b) The Board's power to impose a fine on a member in disciplinary proceedings has been removed, as this is considered not to be appropriate in a modern context.
- (c) Members may be suspended under Rule 35 h) pending the completion of disciplinary proceedings.
- (d) Rule 36 sets out some circumstances in which a member (or other patron) can be refused entry or required to leave the Club's premises for inappropriate conduct, for example, intoxication, violence or disorderly behaviour. Members and other patrons can also be excluded from the premises in accordance with the Club's responsible service of alcohol or responsible conduct of gambling policies.
- (e) Temporary members, Honorary members, and guests can be asked to leave the premises if deemed appropriate by the Board or senior management.

2.13 **Notices of meeting**

Members will be able to nominate to receive Notices of General Meetings and Annual General Meetings by post or electronically. This reflects the options for service of notices under the Corporations Act.

3 General notes for members

- 3.1 The Special Resolution will be passed only if a three quarters majority of the members present and voting, vote in favour of the resolution. Trade Union Members, Trade Union Perpetual Members and Life Members (who are financial) are entitled to vote on the Special Resolution.
- 3.2 Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.
- 3.3 Members will be given a reasonable opportunity to speak and ask questions about the Special Resolution.
- 3.4 The Special Resolution must be considered as a whole and the substance of the resolution cannot be amended by motions from the floor of the meeting.
- 3.5 A member may obtain a copy of the Club's current Constitution from the office on request.

By Resolution and Direction of the Board 26th February 2019

Jason McMaster General Manager / Company Secretary