

2022

# NOTICE OF ANNUAL GENERAL MEETING

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- Castle Hill RSL Group -

# Notice of Annual General Meeting

## CASTLE HILL R.S.L. CLUB LIMITED

ACN 001 043 910

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Castle Hill R.S.L. Club Limited ACN 001 043 910 (**Club**) will be held in the Sovereign Room of the Club's premises at 77 Castle Street, Castle Hill (**venue**) at **8:00pm on Tuesday, 25th October 2022.**

#### BUSINESS

1. Apologies.
2. To receive and confirm the minutes of the previous Annual General Meeting held on Tuesday 7 December 2021.
3. To receive and consider the financial accounts for the year ended 30 June 2022 together with the Director's report, Director's statement and Auditor's report thereon. Specific questions relating to the financial accounts must be received not less than 48 hours prior to the meeting.
4. To consider, and if thought fit, to pass the Ordinary Resolutions set out under the heading "Ordinary Resolutions".
5. To consider and if thought fit, to pass the Special Resolutions set out under the heading "Special Resolutions".
6. For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015* (NSW), the Chairman will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months. As at the date of this Notice, the Club has only had amalgamation discussions and correspondence with Castle Hill Bowling Club Ltd (ACN 000 932 758) of 79 Castle Street, Castle Hill. At the Annual General Meeting, the Chairman will give notice of any other expressions of interest or unsolicited merger offers which may be received after the date of this Notice.
7. To consider and if thought fit, pass an ordinary resolution for the purposes of Rule 41 of the Club's Constitution confirming the following existing holders of the office of Patron of the Castle Hill RSL Group/Club will be returned, namely:
  - (a) The Federal Member for Mitchell for the duration of the office;
  - (b) The State Member for Castle Hill for the duration of office;
  - (c) The State Member for Hawkesbury for the duration of the office;
  - (d) The Mayor of the Hills Shire Council for the duration of office.
  - (e) State Member for Parramatta for the duration of office;
  - (f) Federal Member for Parramatta for the duration of office;
  - (g) Lord Mayor of Parramatta for the duration of office.
8. Any other business of which due notice has been given.

# Ordinary Resolutions

Members will be asked to consider, and if thought fit, to pass the following resolutions, which are proposed as Ordinary Resolutions:

#### ORDINARY RESOLUTION NO. 1

"(a) That until the next Annual General Meeting, pursuant to the provisions of the *Corporations Act 2001* (Cth) and section 10(6)(b) of the *Registered Clubs Act 1976* (NSW), the members authorise the payment from the Club's funds of a total sum not exceeding \$152,000 (excluding any Goods and Services Tax) as honoraria, this amount is to include all superannuation guarantee levy payments entitled to be paid to the eligible Directors in accordance with the law, such sum being distributed amongst the members of the Board as follows:

- (i) As to the President: \$19,100 Honorarium
- (ii) As to each of the Vice President and Directors \$16,600 Honorarium

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

#### ORDINARY RESOLUTION NO. 2

"(a) That until the next Annual General Meeting, pursuant to the provisions of the *Corporations Act 2001* (Cth) and sections 10(6)(d) and 10(6A) of the *Registered Clubs Act 1976* (NSW), the members hereby approve

and agree to the expenditure by the Club of a sum not exceeding \$120,000 (excluding any Goods and Services Tax) for the professional development and education of any Director, as the Directors shall by resolution approve where such sum is:

- (i) applied in or towards the reasonable cost of food, travel, accommodation, registration fees or subscriptions incurred in attending such trade shows or displays, seminars, conferences, meetings, or visiting the premises of other registered clubs, gaming venues and hospitality venues to view or assess their facilities or operational systems, domestically and/or abroad; and
- (ii) approved by resolution of Directors as being reasonably incurred for the betterment of the Club.

(b) The members acknowledge that the benefits in paragraphs (a) above are not available to members generally but only for those who are Directors of the Club and those persons who are members of the Club and directly involved in the above activities."

#### ORDINARY RESOLUTION NO. 3

"(a) That until the next Annual General Meeting, pursuant to the sections 10(6)(b), 10(6)(d) and 10(6A) of

the *Registered Clubs Act 1976* (NSW), the members approve the continuation of, and the provision of, the following rights and benefits to Directors, and such other persons if those persons are members of the Club at the relevant time, as from time to time the Directors shall authorise or approve:

- (i) the provision of designated/reserved car parking spaces for the use of Directors, including Life members, disabled persons (being members or guests of members), or such other persons as the Directors may, by resolution, from time to time authorise;
- (ii) each member of the Board be provided with the necessary tools of trade to professionally facilitate their roles and responsibilities as a Director;
- (iii) the use and enjoyment of the Club Boardroom and Bar therein for Directors and to entertain guests of the Club in such Boardroom and that all beverages served therein be at the Club's expense;
- (iv) the right to provide any member elected as a Life member in accordance with the Club's Constitution, with a Club blazer upon their election to Life membership;
- (v) the provision from Club funds of the reasonable cost of providing for

## Ordinary Resolutions

each Director a Club corporate uniform and formal wear in accordance with the Board's branding policy to be worn at Club functions and whilst attending to or carrying out any duties in relation to the Club whether at the premises of the Club or elsewhere;

(vi) the provision from Club funds of the reasonable cost of Directors attending, at the Club or elsewhere as representatives of the Club, such community, charity, special functions or occasions as the Board shall from time to time authorise and determine as being reasonably incurred in the course of their respective duties in relation to the Club;

(vii) the provision from Club funds of tickets to be issued without charge and for the reasonable expenditure on provision of food and beverages provided to Directors and their guests (which expression shall include a Club member and a partner), where the Directors and their guests attend the Club in any function room including the Boardroom for any Anzac Day celebrations or any other purposes in relation to the Club as the Directors shall, by resolution, approve upon production of such

documentary evidence as the Directors deem sufficient in support of such expenditure being reasonably incurred in relation to the Club;

(viii) the provision from Club funds of the reasonable expenditure on meals and beverages provided for each Director both immediately before or after any meeting of Directors including any sub-committee and in the case of meals where such meeting corresponds with a normal meal time and upon production of or in accordance with such invoices, vouchers, receipts or other properly written records evidencing the same and which is authorised by a current resolution of the Board as being reasonably incurred;

(ix) the provision to each and every Director and Life Member of the Club for use without charge the facilities of the Club's Castle Hill Fitness & Aquatic Centre Centre; and

(x) the provision to each and every Director of the Club for use without charge of the other sports facilities of the Club.

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

the Club and those persons who are members of the Club and directly involved in the above activities."

### ORDINARY RESOLUTION NO. 4

"That until the next Annual General Meeting, pursuant to section 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve the provision of an annual dinner for Life and/or those 40+ Year members who qualify for an annual dinner in that year at premises of the Club and an invited guest without charge for the reasonable expenditure of food and beverage."

### ORDINARY RESOLUTION NO. 5

"That until the next Annual General Meeting, pursuant to section 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve expenditure by the Club for a discount or discounts off the price of goods or services provided by the Club or a non-cash gift or non-cash gifts as deemed appropriate for all full members of the Club that have had military service and who qualify as a veteran service member of the Australian armed forces."

### ORDINARY RESOLUTION NO. 6

"That until the next Annual General Meeting, pursuant to section 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve that, in respect of Life Members who have passed away and whose wake is held at the Club, the estate of the relevant Life Member will be entitled to up to \$500 contribution towards the cost of the same."

### Explanatory Notes to Members

## Ordinary Resolutions

### regarding Ordinary Resolutions Nos. 1 to 6

1. Ordinary Resolution No. 1 is to have the members approve a sum not exceeding \$152,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting in relation to Directors' honoraria. A sum of money paid to a member in respect of his services as a member of the Club's Board has to be approved by a resolution passed at a General Meeting at which the persons entitled to vote are the same as those entitled to vote on the election of Directors.

At the last Annual General Meeting, the sum of \$144,600 was approved to cover Directors' honoraria.

2. Ordinary Resolution No. 2 is to have the members approve a sum not exceeding \$120,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting for Directors to attend trade shows, displays, seminars, conferences, meetings, and to attend other registered clubs, gaming venues and hospitality venues to assess their facilities or operations, all of which enable the Board to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.

3. Ordinary Resolution No. 3 is to have the members approve certain additional rights and

benefits to Directors and such other persons (if those persons are members of the Club) as the Directors may authorise or approve. These additional rights and benefits are directly related to the operation of the Club and to the activities of Directors incurred in relation to the Club.

4. Ordinary Resolution No. 4 is to have members approve certain additional rights and benefits to Life and/or those 40+ Year members who qualify over the next year that are not extended to any other member or class of membership unless they are a Life or a Veteran member.

5. Ordinary Resolution No. 5 is to have members approve discounts and non-cash gifts to full members of the Club who had military service and who qualify as a veteran service member of the Australian armed forces.

6. Ordinary Resolution No. 6 is to have members approve certain additional rights and benefits to Life members who pass away that are not extended to any other member or class of membership unless they are a Life member.

### General notes regarding the Ordinary Resolutions

1. All categories of members of the Club present at the Annual General Meeting, who may vote on the election of Directors, will be entitled to vote on Ordinary Resolutions Nos. 1 to 6 inclusive

proposed at the Annual General Meeting.

2. Each of the Ordinary Resolutions must be passed as a whole and cannot be amended in substance from motions from the floor of the meeting or divided into two or more separate resolutions.

3. To be passed each Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.



## Special Resolutions

Members will be asked to consider, and if thought fit, to pass the following resolutions, which are proposed as Special Resolutions:

### SPECIAL RESOLUTION NO. 1

“That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended by:

- In rule 2, deleting the following definitions and the text alongside the definitions:
  - “the Amalgamation” (being a reference to the amalgamation with City of Parramatta Returned Ex-Servicemen’s Club Ltd ABN 32 069 315 233, which is now deregistered); and
  - “Parramatta RSL”.
- In rule 2, add at the end of the definition “the Club Notice Board, the comma and words which may include an electronic notice board”, so that the definition will read as follows:
 

“the Club Notice Board” means a board or boards designated as such within the Club’s premises on which notices for the information of members are posted, which may include an electronic notice board.”
- In rule 20(b) adding the words “City of Parramatta Returned Ex-Servicemen’s Club Limited ABN 32

069 315233 after the words “financial full members of” and adding parenthesis/round brackets around the word and letters “Parramatta RSL” and bolding that word and letters, so that rule 20(b) will read as follows:

“(b) *Those persons who were financial full members of City of Parramatta Returned Ex-Servicemen’s Club Limited ABN 32 069 315 233 (Parramatta RSL), and whose names were entered in the Register of Members of Parramatta RSL, on the date of conditional approval by the Licensing Court of New South Wales of the amalgamation of Castle Hill RSL Club Ltd shall, for the purposes of the Registered Clubs Act, be identified in the Register of Members of the Club as ‘City of Parramatta Returned Ex-Servicemen’s Club Members’.*

- In rule 2, in the definition of “in writing” and “written” replace the word “lithography” with the words “electronic writing such as email” so the definition reads as follows:
 

“in writing” and “written” include printing, typing, electronic writing such as email and other modes of representing or reproducing words in visible form in the English language.”

- Deleting rule 20(d).
- In rule 21, deleting the headings “Parramatta RSL Members”, “Parramatta RSL Sub-Branch Members” and “Lynwood Country Club Members” and all the text which appears under each of those headings.
- In rule 32(a):
  - adding the word “and” after the words “full name”;
  - deleting the comma after the words “full name”; and
  - deleting the words “and occupation” after the word “address”,
 so that rule 32(a) will read as follows:
 

“(a) *In respect of every application for membership made pursuant to this Constitution there must be completed a nomination form which must be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.*”
- In rule 32(d), deleting the words “and address” after the words “cause the name”, so that the rule will read as follows:
 

“(d) *The nomination form must be deposited at the Office. The Secretary must cause the name of the candidate*

## Special Resolutions

*to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than seven (7) days before the election of the candidate as a member of the Club. An interval of at least fourteen (14) days must elapse between the proposal of a candidate for election and the candidate’s election.”*

- In rule 37, replacing the symbol, number and words “\$2 per annum or such other” with the word “the” so that rule 37 will read as follows:
 

“37. *The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members is not less than the minimum amount prescribed from time to time by the Registered Clubs Act.*”
- In rule 43(a) deleting the comma and the words “the occupation” after the words “name in full”, so that rule 43(a) will read as follows:
 

“(a) *A register of persons who are Full members of the Club. This register must set forth the name in full and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.*”
- Deleting rule 99 and inserting instead the following new

rule 99:

“99. *A notice may be given by the Club to any member either:*

- (a) *personally; or*
- (b) *by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or*
- (c) *by sending the notice to the electronic address (if any) for the member; or*
- (d) *by sending the notice to the member by other electronic means (if any) for the member; or*
- (e) *by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that the notice is available and an electronic means by which the member may access the notices.”*

- In rule 100(c), replacing the word “facsimile” with the word “email”, so that rule 100(c) will read as follows:
 

“(c) *Where a notice is sent by email or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.*”
- Updating the index at the end of the Constitution as required to take into

account the changes made to pursuant to this Special Resolution.”

### Explanatory notes regarding Special Resolution No. 1

1. The changes to the Club’s Constitution proposed in Special Resolution No. 1 relate generally to tidying up of the Constitution because either some rules are now redundant or because of recent changes to the Registered Clubs Act or Corporations Act 2001 (Cth) (**Corporations Act**).
2. Detailed below are more detailed explanations for the proposed changes.
 

*References to amalgamation with City of Parramatta Returned Ex-Servicemen’s Club Ltd RSL (Parramatta RSL), now deregistered – rules 2 and 20(b)*
3. The Club is only required under section 17AC(2) of the Registered Clubs Act to identify former members of Parramatta RSL who joined the Club on the amalgamation of the Club and Parramatta RSL. Therefore, there is need to refer to Parramatta RSL or the amalgamation with that club in rule 2. Rule 20(b) contains the requirements of section 17AC(2) of the Registered Clubs Act.
4. There is similar provision in rule 20(c) for former members of Lynwood Country Club Ltd (now deregistered).

*Club Notice Board – rule 2*

## Special Resolutions

5. Changing the definition of “Club Notice Board” in rule 2 makes it clear that a digital notice board on the Club’s premises meet notice board requirements within the Constitution or when required under the Registered Clubs Act e.g. notices to be displayed on a registered club’s notice board as required for an amalgamation under the Registered Clubs Act and regulation.

*Updating references to technology – rules 2 and 100(c)*

6. References to “lithography” and “facsimile” referred to respectively in rules 2 and 100(c) regarding written notices and the like are references to largely redundant technology. These are to be replaced by references to email.

*References to Parramatta RSL Members, Parramatta RSL Sub-Branch Members and Lynwood Country Club Members – rules 20(d) and 21*

7. As the former classes of Parramatta RSL membership, Parramatta RSL Sub-Branch membership and Lynwood Country Club membership have been transferred to Category 2 membership or Junior Sporting membership, as the case may be, following consolidation of membership classes under rule 20(d), that rule and references to the former membership classes in rule 21 are now redundant.

*References to a member’s occupation or address – rules*

*32(a), 32(d) and 43(a)*

8. The occupation of a member is not a legal requirement for inclusion in the Club’s membership requirement. If a member’s occupation is provided on application or renewal, then it will form part of their membership details for the purposes of the membership register. However, there is not need to prescribe inclusion of the occupation in rules 32(a) and 43(a).

9. Recent changes to section 30(2)(a) of the Registered Clubs Act now only require the names of persons proposed for election as ordinary members of a registered club to be displayed on a club’s notice board. The section no longer requires the person’s address to be displayed, hence the proposed change to rule 32(d).

*Minimum annual subscriptions – rule 37*

10. Existing rule 37 of the Club’s Constitution refers to the minimum subscription payable by Ordinary members as \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act. Proposed new rule 37 will exclude reference to \$2 per annum as a minimum subscription and simply allows a minimum subscription to be allocated if the Registered Clubs Act prescribes it in future years.

*Notices to members – rule 99*

11. Notices from the Club to members, including notices of general meetings, are sent in accordance with the requirements of sections 110D and 249J of the Corporations Act. This includes electronic method of delivery, or advising members of how to access a notice. In addition, there were temporary Corporations Act provisions which were in place until 31 March 2022 and which were enacted to give some relief and assistance to companies following the COVID19 pandemic.

12. Among the temporary COVID-19 provisions of the Corporations were an ability for a company to give its members electronic notice of a general meeting, even though normally this can only be done if a member nominates electronic form of notice being sent to the member. That is, the default method of giving notices of general meetings, including annual general meetings, is by post, unless a member elects to receive notices electronically and nominates an electronic address for that purpose.

13. The temporary changes to the Corporations Act were recently made permanent. Companies have the ability to give electronic notices of general meetings as the default method of delivery. The proposed changes to rule 99 will make it clear that the Club can continue

## Special Resolutions

- to give notices of meetings electronically, without requiring each member to formally nominate that method of delivery.
14. However, it will remain open for any member to request hard copies of notices by post/mail and the Club is required to send each member a notice in line with their preference if they make an election in accordance with the Corporations Act.

### **SPECIAL RESOLUTION NO. 2**

“That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended by:

- Deleting rule 44 and inserting instead the following new rule 44:

“44. *If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or is in the opinion of the Board or the Board’s duly constituted disciplinary committee (as referred to in paragraph (i) below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the disciplinary committee, guilty of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board or*

*the disciplinary committee has the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person’s name from the Register of members, provided that:*

- (a) *Such member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least seven (7) clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.*
- (b) *Subject to rule 44(k) (use of technology for conduct of hearings), the member charged is entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is*

*entitled to call witnesses in his or her defence.*

- (c) *The voting by the members of the Board or disciplinary committee present at such meeting will be in such manner as is decided by the Board or disciplinary committee. No resolution by the Board or disciplinary committee to reprimand, suspend or expel a member is deemed to be passed unless at least a two-thirds majority of the members of the Board or disciplinary committee present vote in favour of such resolution.*

- (d) *If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member’s absence notwithstanding, but having regard to any representations made to it in writing by the member charged.*

- (e) *After the Board or disciplinary committee has considered all the evidence put against*



## Special Resolutions

*the member it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board or disciplinary committee must, if the member has been found guilty, inform the member prior to considering any penalty.*

(f) *The member charged must be given a further opportunity at the hearing to address the Board or disciplinary committee in relation to the penalty appropriate to the charge of which the member has been found guilty.*

(g) *Any decision of the Board at such hearing or any adjournment thereof is final and the Board or disciplinary committee is not required to assign any reason for its decision.*

(h) *In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board or disciplinary committee has the power to*

*immediately suspend that member from all privileges of membership until the charge is heard and determined or for eight (8) weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member must be notified in writing to that member.*

(i) *The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than three (3) members of the Board. A quorum of the disciplinary committee is three (3) members of the Board.*

(j) *The Secretary or another senior employee or senior employees shall not vote but may assist the disciplinary committee or Board in its deliberations.*

(k) *A meeting of the disciplinary committee or Board may be called or held using any technology consented to by all the members*

*of the disciplinary committee or Board, as the case may be. The consent may be a standing one. A Director or disciplinary committee member may only withdraw his or her consent within a reasonable period before the meeting.*

(l) *If a disciplinary hearing is held using technology and the member who is the subject of the disciplinary charge is entitled under this rule 44 to attend the hearing, the member must be provided with information about how they will be able to attend and/or participate in the hearing, ask questions and any other information they need to know in order to participate using the technology.*

(m) *The Board may from time to time make such By-Laws not inconsistent with this Constitution as it thinks necessary in relation to disciplinary proceedings.*

### Explanatory notes regarding Special Resolution No. 2

1. Rule 44 of the Club's Constitution deals with the calling and holding of disciplinary hearings

## Special Resolutions

following a notice of charge being issued to a member.

2. Proposed new rule 44 is substantially similar to existing rule 44, except that the proposed new rule will expressly allow for:

(a) the calling and conduct of disciplinary hearings using technology (e.g. using Zoom, Microsoft Teams or similar); and

(b) the Secretary/CEO or another senior employee or employees to assist a disciplinary committee or the Board in its deliberations, but they cannot vote at any disciplinary hearing.

3. If a disciplinary hearing is to be held using technology, proposed new rule 44 requires the Board or disciplinary committee to provide the member concerned with information about how to attend and/or participate in the hearing, ask questions and any other information they need to know in order to participate using the technology.

4. The express ability to call and hold disciplinary meetings using technology provides convenience for the Board or disciplinary committee and the member concerned, and removes any health and safety concerns during a pandemic.

### SPECIAL RESOLUTION NO. 3

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended by deleting rule 65 and

inserting instead the following new rule 65:

"65. *The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each quarter, being a period of 3 months ending 31 March, 30 June, 30 September and 31 December for the transaction of business. A record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.*"

### Explanatory notes regarding Special Resolution No. 3

1. Existing rule 65 of the Club's Constitution currently requires the Board to hold monthly Board meetings.

2. Proposed new rule 65 is based on the existing rule except that the new rule 65 will make it consistent with the recent changes to section 30(1)(c) of the Registered Clubs Act which now only requires quarterly Board meetings. However, the:

(a) Board's duties and responsibilities at law are not in any way diminished by not having a constitutional requirement for monthly Board meetings; and

(b) Board may nevertheless

meet more regularly to deal with specific items of business which might arise, and will likely meet more regularly than quarterly if demanded by its workload or for a specific project being considered or undertaken.

### SPECIAL RESOLUTION NO. 4

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended by:

- Deleting rules 49(a) to 49(d) inclusive.
- Adding the following new rules 49(a) and 49(b):

"(a) *Subject to this rule 49 and any other restriction or qualification contained in this Constitution, only the following classes of members are eligible to be nominated for, elected to and hold office on the Board:*

- (i) *Category 1 members;*
- (ii) *Life members;*
- (iii) *Category 2 members; and*
- (iv) *40+ Year members.*

(b) *A member is not eligible for election or appointment to the Board unless they have been Full Members for at least three (3) continuous years immediately prior to their nomination."*

- Adding the following rule 49(c), only if the

# Special Resolutions

amalgamation with Castle Hill Bowling Club Ltd (**CHBC**) does not proceed to completion, noting however that completion of the amalgamation is now likely given that the Special Resolution put to the Special General Meeting held on 19 September 2022 (**Special General Meeting**) was passed and now only the approval of the Independent Liquor and Gaming Authority (**Authority**) for the amalgamation is required:

*“(c)Up to the conclusion of the 2024 Annual General Meeting, at any one time, no more than three (3) members of the Board may be Category 2 members. For the avoidance of doubt, Category 2 members may hold no more than three (3) Board positions at any one time. After the conclusion of the 2024 Annual General Meeting, the restrictions contained in this rule 49(c) on the number of Category 2 Members on the Board at any one time shall cease to apply. Nothing in this rule 49(c) reserves any*

*positions on the Board for Category 2 members.”*

- If Authority transfers the club licence of CHBC to the Club pursuant to completion of the amalgamation of the two clubs, adding the following new rule 49(c) instead of the rule 49(c) contained under the preceding bullet point (and in replacement of the rule 49(c) contained in the Special Resolution passed at the Special General Meeting), such replacement rule 49(c) taking effect on transfer of the club licence of CHBC to the Club by the Authority:

*“(c)Up to the conclusion of the 2024 Annual General Meeting, at any one time, no more than three (3) members of the Board may be Category 2 members, CHBC Foundation Bowling members or CHBC Foundation Life members. For the avoidance of doubt, Category 2 members, CHBC Foundation Bowling members or CHBC Foundation Life members between them may hold no more than three (3) Board positions as at any one time up to the conclusion*

*of the 2024 Annual General Meeting. After the conclusion of the 2024 Annual General Meeting, the restrictions contained in this rule 49(c) on the number of Category 2 Members. CHBC Foundation Bowling members or CHBC Foundation Life members on the Board at any one time shall cease to apply. Nothing in this rule 49(c) reserves any positions on the Board for Category 2 members, CHBC Foundation Bowling members or CHBC Foundation Life members.”*

- Renumbering existing rules 49(e) and 49(f) respectively as rules 49(d) and 49(e).
- As the Special Resolution put to the Special General Meeting was passed, the proposed change to rule 49(d) under that Special Resolution is superseded by the replacement of that rule with new rule 49(b) above when the Authority transfers CHBC’s licence to the Club.
- As the Special Resolution put to the Special General Meeting was passed, adding all other changes to the

# Special Resolutions

Constitution contained in that Special Resolution, except to the extent of the changes referred to above, upon transfer of CHBC’s club licence to the Club by the Authority.

### Explanatory notes regarding Special Resolution No. 4

1. For the purposes of this explanatory note, Life or 40+ Year members who were Category 1 members immediately before becoming Life or 40+ Year members, shall be referred to as **“eligible Life and 40+ Year members.”**
2. Currently, at least 6 positions on the Board must be held by Category 1 members or eligible Life and 40+ members. Rule 49 of the Constitution does not presently allow more than 3 members on the Board who are Category 2 members, Life and 40+ members (who are not eligible Life and 40+ Members), Parramatta RSL members, Parramatta RSL Sub-Branch members or Lynwood Country Club members (“non-Category 1 members”).
3. If Special Resolution 4 is passed, there will be no reserved positions on the Board for Category 1 and eligible Life and 40+ Members from the conclusion of the 2024 Annual General Meeting. From the conclusion of the 2024 Annual General Meeting (and therefore, during the 2024 Board

election), all positions on the Board will be open to the following classes of members:

- (a) Category 1 members;
- (b) Life members and 40+ members (i.e. there will be no distinction between whether or not they were Category 1 members immediately before they became Life or 40+ members); and
- (c) Category 2 members (as well as CHBC Foundation Bowling members and CHBC Foundation Life members if the amalgamation with Castle Hill Bowling Club Ltd proceeds to completion).
4. At the 2020 Annual General Meeting, rule 49(c) was amended to increase the number of members who are not Category 1 members or who are not eligible Life and 40+ members from 2 to 3.
5. The election of the Board in 2022 is unaffected. If a casual vacancy occurs on or before the next Board election in 2024, the Board can appoint a member from any one of the classes of membership listed in point 3 above (subject to existing restrictions on the numbers of non-Category 1 members on the Board which will remain in place until the conclusion of the 2024 Annual General Meeting).
6. The reasons for the proposed changes to rule 49 of the Constitution are as follows:

- (a) the average age and gender of Category 1 members (and eligible Life and 40+ members) and the relatively small percentage of these members in respect of the total Club membership;
  - (b) the likely further reduction in the percentage of Category 1 membership (and eligible Life and 40+ members) in respect of the total Club membership over time,
  - (c) recommendations of the Independent Pricing and Regulatory Tribunal’s review of the Registered Clubs Industry (report dated June 2008) pertaining to lessening restrictions on Board membership (in order to widen the range of people who can become Board members); and
  - (d) providing a more balanced representation of the overall Club membership and the likely widening of the range of people who will seek to hold office on the Board.
7. The Board considers the proposed change to rule 49 to be progressive.
  8. The position of Category 1 members (and eligible Life and 40+ members) of the Club generally in relation to the Club is not considered to be endangered by not restricting the number



## Special Resolutions

of members who are not Category 1 members or who are not eligible Life and 40+ members because:

- (a) the Club's objects include promotion of the objects of the Returned and Services League of Australia (rule 10(b) of the Club's Constitution);
- (b) under rule 105 of the Club's Constitution, amendments to the Constitution require a special resolution passed by Category 1 members (and eligible Life and 40+ members).

9. As at the date of this Notice of Annual General Meeting, although the resolutions put to the Special General Meeting for the amalgamation with Castle Hill Bowling Club Ltd were passed, application to the Authority for approval of the amalgamation and transfer of CHBC's club licence to the Club remains pending. However, approval of the amalgamation and its completion are now likely. Therefore, the Special Resolution contains alternate changes to proposed new rule 49(c), covering the unlikely event of the amalgamation not completing, and the likely event of it being completed. As the Special General Meeting approved the amalgamation with CHBC, the changes to the Constitution approved at the Special General Meeting will be preserved

upon completion of the amalgamation, with minor amendments to take into account the changes made pursuant to Special Resolution 4. The Special General Meeting changes to the Constitution, as amended where necessary by Special Resolution 4, take effect when the amalgamation is completed, which is anticipated to be over the next 6 months.

### SPECIAL RESOLUTION NO. 5

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended by:

- Adding in appropriate alphabetical order a new definition of "Triennial Rule" in rule 2 as follows: "Triennial Rule" means the procedure for election of the Board set out in Schedule 4 to the Registered Clubs Act. "
- Deleting rule 50(a) and inserting instead the following new rule 50(a):
 

"50. (a) The members of the Board elected to office at the 2022 Board election shall hold office until the conclusion of the 2024 Annual General Meeting.

(b) The members of the Board elected to office at the 2024 Board election shall hold office

in accordance with the Triennial Rule and as set out in rule 52."

- Deleting rule 52 and inserting instead the following new rule 52:
 

"52. (a) In this rule 52:

  - (i) "general meeting" means a meeting of the members of the Club at which members of the Board are to be elected (or declared elected);
  - (ii) "year" means the period between successive general meetings.
- (c) Nominations for election of Directors must be made in writing and signed by two (2) financial Category 1 members and by the nominee who must signify his or her consent to the nomination.
- (d) Nominations must be lodged with the Secretary at least six (6) weeks before the relevant general meeting.
- (e) The Secretary will as soon as practicable after the time set down for the closing of nominations cause the names of the candidates to be posted on the Club Notice Board.
- (f) If more than the required number of candidates is nominated for the offices of Director, a ballot will be held which will close not later

## Special Resolutions

than three (3) days before the general meeting. The ballot will be conducted in such manner as the Board may determine and will be by the first past the post voting system.

- (g) If there shall be an equality of votes for any candidate then the Returning Officer shall conduct a secret ballot at the general meeting to determine the candidate or candidates who is, or are, to be elected. If there remains an equality of votes for any candidates following the ballot conducted at the general meeting, then the Returning Officer shall determine by lot the candidate who is, or the candidates who are, to be elected.
- (h) If the full number of candidates is not nominated for the office of Director, additional nominations may with the consent of the nominee or nominees be made at the general meeting. If more than the required additional nominations are received, an election by ballot of those members in attendance at the meeting will be held, and such election will be under the control of the Returning Officer appointed for the election.
- (i) Immediately after the results of an election are announced at the general meeting, the Board will from their own number elect the Club Executive, which will consist of the President and

the Vice-President. Any one Director may nominate for the positions of President and Vice-President. If more than one Director is nominated for a position, a secret ballot will be held at the first meeting of the Directors, and such ballot will be under the control of the Returning Officer.

- (j) No member shall issue to members by circular or letter or otherwise distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club.
- (k) The 2024 election of the Board and subsequent Board elections will be conducted in accordance with the Triennial Rule. The Directors elected to the Board in 2024 shall be divided into 3 groups and such groups shall be:
  - (i) determined by drawing of lots;
  - (ii) as nearly as possible equal in number; and
  - (ii) designated as "group 1", "group 2" and "group 3".
- (l) Unless otherwise ceasing to hold office under this Constitution, the Directors:
  - (i) in group 1 shall hold office for 1 year;
  - (ii) in group 2 shall hold office for 2 years; and
  - (iii) in group 3 shall hold office for 3 years.

- (m) At each general meeting while the Triennial Rule is in force (other than the general meeting held in 2024), the number of Directors required to fill vacancies on the Board shall be elected (or declared elected), and shall, unless otherwise disqualified, hold office for 3 years.
- (n) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this rule 52 shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (o) The vacancy caused at a general meeting by a person ceasing to hold office under rule 52(e) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.
- (p) Unless otherwise disqualified, a director may be re-elected at the end of a term of office.
- (q) In the event that a casual vacancy being filled on the Board prior to a general meeting, then under the Triennial Rule that may create a vacancy to be filled at the general meeting for a term of less than three years. In that case the following provisions apply:
  - (i) In this sub-rule (q), referring to that position



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for a term of less than three years as a “**shorter term**”, and if there is more than one such vacancy to be filled at the general meeting referring to those positions as the “**shorter terms**”.

- (ii) All candidates in the election are eligible for election to all of the vacant positions including any shorter term.
- (iii) If there needs to be a ballot then the successful candidates in descending order of the number of votes received will fill the three-year term positions that are up for election and then the shorter term positions – and if there is more than one shorter term position and the shorter term positions are of different lengths, then the longest is filled first and so on.

**Example:** If there are three three-year term positions and one two-year term position and one one-year term position up for election then the five candidates receiving the highest number of votes fill the positions with the three candidates receiving the highest number being elected for three-year terms, the candidate receiving the next highest number of votes filling the two-

year position and the candidate who came fifth filling the one-year position.

- (iv) In the case of any tied vote between candidates and to the extent necessary the candidates who receive tied votes may agree between themselves as to how to fill the positions available to them or in the absence of agreement that must be resolved by the candidates drawing lots at the first Board meeting after the general meeting: the resolution of the allocation of those positions must then be reported to and recorded in the minutes of the next Board meeting, which are final.
  - (v) If there does not need to be a ballot then the available positions are filled by agreement of the candidates, or in the absence of agreement, then those candidates must draw lots between themselves to decide which of them takes the three year term(s) and which of them takes the shorter terms(s). The resolution of the allocation of those positions must then be reported to and recorded in the minutes of the next Board meeting, which are final.
- Deleting rule 75 and

inserting instead the following new rule 75:

“75 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office:

- (a) until the conclusion of the 2024 Annual General Meeting for appointments made prior to that Annual General Meeting; or
- (b) until the next succeeding Annual General Meeting, at which the position may be filled in accordance with the Triennial Rule, for appointments made after the conclusion of the 2024 Annual General Meeting.”

### Explanatory notes regarding Special Resolution No. 5

Triennial Rule from 2024 Board elections – rules 2 and 52

1. Currently the Board of Directors is elected biennially.
2. If this Special Resolution is passed, Directors will be elected in accordance with the “Triennial Rule” contained in Schedule 4 of the Registered Clubs Act on and from the 2024 Board elections. The operational provisions of the Triennial Rule are set out in proposed new rule 52.
3. If this Special Resolution is

## Special Resolutions

4. If the Special Resolution is not passed the current process of electing the Board biennially will continue.
5. The Triennial Rule provides for three year terms of directorship. For this purpose, the Directors are divided into three equal groups by a draw conducted at the 2024 Annual General Meeting. In each year, a different group retires.
6. Group 1 retires in the first year, Group 2 retires in the second year, Group 3 retires in the third year, Group 1 retires in the fourth year, Group 2 in the fifth year and so on.
7. After its implementation, it will take two years for the Triennial Rule to be completely phased in. In the first year, lots are drawn to determine which group a director falls into. Those Directors allotted to Group 1 will only hold office for one year. Those Directors allotted to Group 2 will only hold office for two years. Those Directors allotted to Group 3 will be the only Directors who in the first year are elected for three years.
8. Directors whose term of office has come to an end are,

- subject to the Constitution, eligible for re-election for a further three year term.
- 9. The Registered Clubs Act allows the State Government to make a regulation at any time to direct that all clubs follow the Triennial Rule. At this stage the State Government has not made such a regulation and registered clubs may have annual, biennial or triennial elections, however it is clearly the preferred model for Club Board elections as far as the State Government is concerned particularly as against the annual election or biennial systems.
- 10. The laws relating to registered clubs are becoming far more complex. The Club operates under the provisions of the Corporations Act, Registered Clubs Act, Liquor Act 2007 (NSW), Gaming Machines Act 2007 (NSW) and their associated Regulations as well as many other laws. It is becoming increasingly difficult for a director to acquire the requisite knowledge without guidance from more experienced Directors and from educational programs.
- 11. The Triennial Rule provides for continuity and greater stability on the Board of Directors but still allowing for up to a third of the Board to change each year. The Triennial Rule provides the opportunity to pass valuable knowledge between directors and allows for transitional

- changes to the Board.
  - 12. The Board executive, consisting of the President and Vice-President, will be elected by the Board after the election results are announced at each Annual General Meeting.
- Casual vacancies – rule 75*
13. Under the Triennial Rule, a director appointed to fill a casual vacancy holds office until the next Annual General Meeting, rather than for the balance of the term of the director they have been appointed to replace. However, a director so appointed can, if qualified, stand for election at the next election.
  14. Proposed rule 52(q) fairly provides a mechanism to determine what happens if there is a casual vacancy or casual vacancy position(s) up for election at an Annual General Meeting as well as full term positions of 3 years at the same Annual General Meeting. The mechanism fairly resolves who is elected to the shorter term(s) filling the casual vacancy position and who is elected to the full 3 year term(s) not affected by a casual vacancy on the Board.
  15. Proposed new rule 75 provides terms of office of casual appointees to the Board for up to the 2024 Annual General Meeting and for terms of office of casual appointees to the Board after the 2024 Annual General Meeting.

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# Special Resolutions

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## GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. Pursuant to Rules 24 and 105 of the Club's Constitution, only Category 1 members may vote on the Special Resolutions. Pursuant to Rules 21 and 22(d), 40+ members and Life members who were Category 1 members immediately prior to becoming a 40+ Member or a Life Member are also eligible to vote. Other than Life members, a member must be a financial member to be eligible to vote.
2. Pursuant to sections 9 and 136 of the Corporations Act and rule 105 of the Club's Constitution, to be passed the Special Resolutions must receive votes in their favour from not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.
3. As a result of the special resolution provisions of the Corporations Act, the Special Resolutions must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
4. Members who are employees of the Club are not entitled to vote.
5. Proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends the Special Resolutions to the meeting.
7. Please direct any questions about the Special Resolutions

to the Group Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

**By order of the Board**  
**David O'Neil**  
**Group Chief Executive Officer**  
23 September 2022