

ST MARYS DIGGERS AND BAND CLUB LIMITED
NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2019 Annual General Meeting of **ST MARYS DIGGERS AND BAND CLUB LIMITED** (ABN: 14 000 589 060) will be held at the St Marys Diggers Club, Cnr Hall Street and Mamre Road, St Marys, New South Wales on **Monday 24 February 2020 at 6.00 p.m.**

NOTES TO MEMBERS REGARDING THE DELAY FOR THE 2019 ANNUAL GENERAL MEETING

Due to the recent amalgamation, the Club applied for and received an extension of time to hold its 2019 Annual General Meeting from the Australian Securities and Investment Commission (**ASIC**).

ASIC approved an extension of time until 24 February 2020.

The Club's 2020 Annual General Meeting will be held in November this year.

BUSINESS

1. Apologies
2. Confirmation of minutes of previous Annual General Meeting held on Monday 5 November 2018.
3. Presentation and consideration of the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2019.
4. Ordinary Resolutions (as below in this Notice).
5. Special Resolution (as below in this Notice).
6. Discussion and Recommendations to the Board
7. Correspondence
8. General Business.

QUESTIONS REGARDING REPORTS

Members who have questions in relation to the reports referred to in Item 3 of the Business (which will be available on Friday 31 January 2020 at www.stmarysrsl.com.au and www.stmarysbandclub.com.au or on request via email or post), are requested to submit them to the Chief Executive Officer in writing **by 5:00 pm on Friday 14 February 2020**. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting. This does not prevent members from asking questions at the Annual General Meeting without notice but it may be that answers to such questions cannot be given at the meeting itself.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. To be passed, an Ordinary Resolution requires votes from not less than a majority (50% + 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. To be passed the Special Resolution requires votes in favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
3. Only financial Sub Branch members, financial Associate members, financial Band Club members and Life members are entitled to vote on the Resolutions.
4. The *Registered Clubs Act* prohibits proxy voting and it also prohibits members who are employees of the Club from voting.
5. The Board of the Club requests that members vote in favour of the Resolutions.

FIRST ORDINARY RESOLUTION

That, pursuant to the Registered Clubs Act, the members:

1. approve and agree to expenditure of the Club until the 2020 Annual General Meeting (scheduled for November 2020) for the following:
 - (a) the reasonable cost of a meal and refreshments associated with each Board meeting of the Club where the meeting corresponds with a normal meal time;
 - (b) the provision of blazers and associated apparel for the use of Club directors when representing the Club.

- (c) reimbursement of reasonable expenses incurred by directors in travelling to and from directors meetings or to other meetings, including seminars, lectures, trade displays or similar, as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure, as well as the reasonable cost of directors attending the ClubsNSW Annual General Meeting, Trade Show and Conference.
 - (d) the reasonable cost of directors attending other registered clubs for viewing and assessing their facilities and the methods of operation provided such attendance is approved by the Board as being necessary for the betterment of the Club.
 - (e) the reasonable cost of directors undertaking training as required by the Registered Clubs Act and Regulations.
 - (f) the reasonable cost to the Club of providing directors with iPads or similar devices for directors' use at Board meetings and other purposes related to their duties as directors.
2. acknowledge that the benefits in paragraph 1 above are not available to members generally but they are only for those who are directors of the Club.

Notes to Members in relation to First Ordinary Resolution

1. The First Ordinary Resolution proposes for members to approve:
 - (a) the Club undertaking the expenditure set out in paragraph 1 of the First Ordinary Resolution; and
 - (b) the directors receiving certain benefits which are not available to all members.

SECOND ORDINARY RESOLUTION

That the members approve the Board appointing:

- (a) two (2) directors to be representatives of the Brass Band.
- (b) two (2) directors to be representatives of the Pipes and Drums Band.

Notes to Members in relation to Second Ordinary Resolution

1. The Second Ordinary Resolution is the same resolution that has been presented to members at previous Annual General Meetings of St Marys District Band Club Limited and it is to have members approve of the Board appointing two (2) directors to be representatives of the Brass Band and two (2) directors to be representatives of the Pipes and Drums Band.

THIRD ORDINARY RESOLUTION

Provided the Australian Securities and Investments Commission has consented to the resignation of the existing auditor (Foster Raffan Financial Services) before 24 February 2020, that Berger Piepers Chartered Accountants be appointed as the new auditor of St Marys Diggers and Band Club Limited.

Notes to Members in relation to Third Ordinary Resolution

1. The Club is proposing to change auditors from its existing auditor Foster Raffan Financial Services to Berger Piepers Chartered Accountants due to the proposed resignation of the existing auditor.
2. Foster Raffan Financial Services have made an application to the Australian Securities and Investments Commission (**ASIC**) to resign as the auditor of the Club.
3. The application has been made because an auditor can only resign as an auditor of a company with the consent of ASIC.
4. The Club anticipates that ASIC will consent to the existing auditor's resignation before 24 February 2020.
5. If the consent of ASIC is obtained before 24 February 2020, members will be asked to vote on and if thought fit, pass the Third Ordinary Resolution to appoint Berger Piepers Chartered Accountants as the Club's new auditor.
6. A copy of the nomination of Berger Piepers Chartered Accountants as the auditor of the Club is located at the end of this notice.
7. Berger Piepers Chartered Accountants have provided the Club with their written consent to be appointed as the auditor.

SPECIAL RESOLUTION

That the Articles of Association of St Marys Diggers and Band Club Limited be amended by **deleting** Rule 3(a) and in lieu thereof **inserting** the following new Rule 3(a).

"(a) *Intentionally Deleted*".

Notes to Members in relation to Special Resolution


1. The Special Resolution proposes to delete Rule 3(a) from the Club's Articles of Association (**Articles**).
2. Rule 3(a) of the Club's Articles currently provides that the Club can only have a maximum of twelve thousand five hundred (12,500) members.
3. The Special Resolution proposes to delete this limit on membership from the Club's Articles because:
 - (a) now that the amalgamation has taken place, the Club has more than twelve thousand five hundred (12,500) members; and
 - (b) there are no legal restrictions on the maximum number of members for registered clubs provided a majority of the membership of the club can vote in the election of the board of the club;
 - (c) the Club does not wish to unnecessarily limit the number of members that it can have.

NOMINATION OF NEW AUDITOR

The Chief Executive Officer
St Marys Diggers and Band Club Limited

Pursuant to Section 328B(1) of the Corporations Act, we hereby nominate Berger Piepers Chartered Accountants to be the auditor of St Marys Diggers and Band Club Limited.

Dated: 29 January 2020.




Lee-Ann Taylor



Ross Franklyn-Smith

Dated: 29 January 2020

By direction of the Board



Marlene Shipley
Chief Executive Officer