

ST MARYS DIGGERS & BAND CLUB LIMITED
NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of ST MARYS DIGGERS & BAND CLUB LIMITED (ABN: 14 000 589 060) will be held at the St Marys Diggers Club premises, cnr Mamre Road & Hall Street, St Marys, New South Wales on **Sunday 15 October 2023 at 10.00 a.m.**

BUSINESS

1. Apologies
2. Confirmation of minutes of 2022 Annual General Meeting held on Sunday 6 November 2022.
3. Officers' Reports.
4. Presentation and consideration of the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023.
5. To consider and if thought fit pass the Ordinary Resolution (as below in this Notice).
6. To consider and if thought fit pass each of the 2 Special Resolutions (as below in this Notice).
7. To consider and if thought fit pass each of the 2 Resolutions for Life Membership (as below in this Notice).
8. Discussion and Recommendations to the Board.
9. Correspondence.
10. General Business.

You must register your attendance at the Annual General Meeting at Reception by 5.00 p.m. Sunday 8 October 2023, or by email to janet@smdbc.com.au

QUESTIONS REGARDING REPORTS

Members who have questions in relation to the reports referred to in Item 4 of the Business (which will be available on *Friday 22 September 2023* at www.stmarysrsrl.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 p.m. Friday 6 October 2023**. This will allow sufficient time for information to be gathered or research to be 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 ORDINARY RESOLUTION

1. To be passed, the Ordinary Resolution below 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. Only financial Sub Branch members, financial Associate members, financial Band Club members and Life members are entitled to vote on the Resolution.
3. The *Registered Clubs Act* prohibits proxy voting and it also prohibits members who are employees of the Club from voting.
4. The Board of the Club requests that members vote in favour of the Resolution.

ORDINARY RESOLUTION

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

1. approve and agree to expenditure of the Club until the next Annual General Meeting 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) an end of year function to be held, to be attended by Directors and their spouses/partners without charge, the cost of such function not to exceed \$5,500.00 (inclusive of GST).
- (e) 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.
- (f) the reasonable cost of Directors undertaking training as required by the *Registered Clubs Act and Regulations*.
- (g) 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.

Notes to Members in relation to the Ordinary Resolution

1. The Ordinary Resolution proposes for members to approve:
 - (a) the Club undertaking the expenditure set out in paragraph 1 of the Ordinary Resolution; and
 - (b) the Directors receiving certain benefits which are not available to all members.
2. The benefits are much the same as those approved last year and previous years.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
2. Under the Club's Constitution only financial Sub Branch Members, financial Associate members, financial Band Club members and Life members are eligible to vote on the Special Resolutions.
3. Amendments to a Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of a Special Resolution.
4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.

SPECIAL RESOLUTIONS

FIRST SPECIAL RESOLUTION

That the Constitution of St Marys Diggers and Band Club Ltd be amended by **deleting** the final sentence of clause 26 and in its place **inserting** the following new sentence:

"If the annual subscription remains unpaid for a period of one month after the due date the member concerned shall be notified in writing of the default and if the subscription still remains unpaid for a further period of one month, then by resolution of the Board the member's name may be removed from the register of members and the member shall thereby cease to be a member of the Club."

Notes to Members on the First Special Resolution

If passed, the First Special Resolution provides for a new way of dealing with members whose subscription is not paid by the due date.

The due date for payment of subscriptions remains the first day of March in each year.

If a subscription is not paid within one month of the due date, the Club will issue a notice to the member advising the member of the default. If the subscription remains unpaid for a further period of one month from the date of that notice, then the Board of the Club may resolve to remove that person from membership of the Club.

SECOND SPECIAL RESOLUTION

That the Constitution of St Marys Diggers and Band Club Ltd be amended by **deleting** clause 31(b) and by **relettering** paragraphs (c) to (i) of clause 31 as paragraphs (b) to (h) consecutively.

Notes to Members on the Second Special Resolution

1. The Second Special Resolution will only be considered and voted on at the meeting provided that as required by section 246B of the *Corporations Act* the Sub Branch members have met as a class and have passed a Special Resolution in the same terms. An announcement will be made at the meeting if this has happened.
2. Currently Article 31(b) provides:

“The Board shall consist of three (3) Sub Branch Members and a combination of six (6) Associate Members and Band Club Members.”
3. The Second Special Resolution deletes Article 31(b) and therefore deletes the requirement for the Board to consist of 3 Sub Branch Members and 6 Associate and/or Band Club Members.
4. This will mean that all members irrespective of what class of membership they are in (other than Honorary Members, Temporary Members and Junior Bowling Members) are all equally eligible to be elected to or appointed to hold office as Directors of the Club and that no class of membership will have a constitutional right to a certain number of members on the Board. This will help to attract members who have the skills, experience and background to put themselves forward for election to the Board without being constrained by the membership class they belong to.
5. The Board unanimously recommends that members vote in favour of the Second Special Resolution.

RESOLUTION FOR LIFE MEMBERSHIP

That Ross Franklyn-Smith (Membership No. 200702) be hereby elected as an Honorary Life Member of St Marys Diggers & Band Club Limited.

Notes to Members on the Resolution for Life Membership

1. Under clause 7 of the Club's Constitution:

“(e) ... To be eligible for Life membership a member must be nominated by one Ordinary member and seconded by another. The nomination shall then be forwarded to the Board of the Club for approval. If approved by the Board, the nomination will be referred to the next Annual General Meeting.”
2. The Board by resolution passed on 29 March 2023 approves and recommends to the members that Ross Franklyn-Smith be elected to Life Membership of the Club for his service as a Director of the Band Club and the Diggers & Band Club, for his dedication and service prior to and through the amalgamation process, and ongoing representation of the Club within the community.
3. In order to be passed the resolution requires the votes from a simple majority (50% +1) of those members present and voting at the meeting on the resolution.

RESOLUTION FOR LIFE MEMBERSHIP

That Brett Greenow (Membership No. 216) be hereby elected as an Honorary Life Member of St Marys Diggers & Band Club Limited.

Notes to Members on the Resolution for Life Membership

1. Under clause 7 of the Club's Constitution:

“(e) ... To be eligible for Life membership a member must be nominated by one Ordinary member and seconded by another. The nomination shall then be forwarded to the Board of the Club for approval. If approved by the Board, the nomination will be referred to the next Annual General Meeting.”

2. The Board by resolution passed on 29 March 2023 approves and recommends to the members that B Greenow be elected to Life Membership of the Club for his service as a Director of the Band Club and the Diggers & Band Club, for his dedication and service prior to and through the amalgamation process, and ongoing representation of the Club within the community.
3. In order to be passed the resolution requires the votes from a simple majority (50% +1) of those members present and voting at the meeting on the resolution.

Dated: 19 September 2023

By order of the Board:

A handwritten signature in black ink, appearing to read 'M. Shipley', written in a cursive style.

Marlene Shipley
CHIEF EXECUTIVE OFFICER