

Mudgee Soldiers Club Limited

Trading as: Club Mudgee

ABN: 99 001 044 677

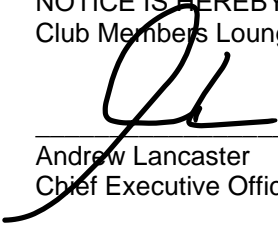
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NOTICE OF ANNUAL GENERAL MEETING.

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Club will be held in the Mudgee Soldier's Club Members Lounge, 99 Mortimer Street Mudgee, on Sunday 19th May 2024 commencing at 10am.




Andrew Lancaster
Chief Executive Officer | Secretary Manager

AGENDA.

1. Apologies;
2. Declaration of the poll for election of Directors;
3. To receive and consider the reports and declarations of the Directors and Auditors for the year ended 31st December 2023; (refer to the 2023 Annual Report available on the Club's Website)
4. To receive and consider the Concise Financial Statements as at 31st December 2023 for the year ended on that date; (refer to the 2023 Annual Report available on the Club's Website)
5. To consider and vote upon the Special Resolutions as set out on pages 2 to 5;
6. To consider and vote upon the Ordinary Resolutions as set out on pages 6 to 8;
7. To deal with any other business of which due notice has been given;
8. To deal with any other general business that the meeting may approve of for which due notice has not been given;
9. To consider any nominations for Life Membership;

Due Notice: Members are requested to advise the Chief Executive Officer, in writing, 7 days prior to the date of the Annual General Meeting, of any questions relating to General Business or the financial statements on which further information may be required. Such information which relates to finance, if obtainable, will be extracted from the financial records and be available at the Annual General Meeting.

Dated: 9th April 2024, by direction of the Board



Andrew Lancaster
Chief Executive Officer | Secretary Manager

THE MUDGEES SOLDIERS' CLUB LIMITED

ACN 001 044 677

NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **THE MUDGEES SOLDIERS' CLUB LIMITED** to be held on **19th May 2024** commencing at **10am** at the premises of the Club, 99 Mortimer Street, Mudgee, the members will be asked to consider and if thought fit pass the Special Resolution below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, a Special Resolution must receive votes 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.
2. **Life members, financial Ordinary members and financial Associate members can vote on the Special Resolution.**
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. The Board recommends the Special Resolution to members.

SPECIAL RESOLUTION

That the Constitution of The Mudgees Soldiers' Club Limited be amended by:

- (a) **deleting** Rule 3(s) of the Memorandum of Association and **inserting** the following new Rule 3(s) into the Memorandum of Association:

“(s) To establish, maintain and operate a fund known as the “Club Welfare Fund” in accordance with this Constitution and the Club’s by-laws.”
- (b) **inserting** into Rule 10 the words *“Junior Sporting member”* after the words *“Staff member”*.
- (c) **inserting** at the end of Rule 13(c)(i) the words *“For the avoidance of doubt, Junior Sporting members cannot attend and vote at general meetings (including Annual General Meetings), vote in the election of the Board or be elected or appointed to the Board.”*
- (d) **deleting** from Rules 16(b), 17(g) and 20 the words *“Subject to Rule 23”*.
- (e) **deleting** Rules 21 to 24 inclusive and **inserting** the following new Rules 21 to 24 inclusive:

“21 (a) A person applying for membership of the Club (the applicant) must complete a membership application form and submit it to the Club.

(b) Without limiting the powers of the Board, the Board will determine:

 - (i) the form and particulars of the membership application form; and*
 - (ii) how the membership application form is to be submitted (that is, in person, or by post and/or electronically);*
 - (iii) if the initial joining fee and subscription must be paid when submitting a membership application form;*
 - (iv) in the case of electronic membership application forms, if the applicant must attend the Club's premises to have their identity verified before their membership application form can be considered by the Board or election committee.*

(c) After the membership application form has been submitted to the Club, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.

(d) All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.

(e) An applicant can only be admitted to membership if:

 - (i) they satisfy the eligibility requirements for the relevant category of membership; and*
 - (ii) at least fourteen (14) days have passed since the applicant applied for membership; and*

- (iii) *Rule 21(c) has been complied with;*
 - (iv) *the Board or election committee resolves to admit the applicant to membership.*
 - (f) *If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.*
 - (g) *Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club.*
 - (h) *A member can only be elected to Life membership in accordance with Rules 14 and 15 of this Constitution.*
22. *Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.*
23. *A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.*
24. *Notwithstanding any provision in this Constitution, if a person was a Full member of the Club that was suspended from membership and during or immediately after the suspension period, he or she:*
- (a) *resigned from Club membership; or*
 - (b) *was removed by the Board from membership for being a Non-Financial member (in accordance with Rule 26(d)),*
- then the person shall not be entitled any rights and privileges of membership unless and until the person re-applies and is re-elected to Full membership pursuant to this Constitution”.*
- (f) **deleting** Rule 26 and **inserting** the following new Rule 26:
- “26 (a) *In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.*
- (b) *Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.*
- (c) *All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.*
- (d) *Any person who has not paid his or her joining fee, subscription, levy or other payment:*
- (i) *by the due date shall cease to be entitled to the privileges of membership of the Club; and*
 - (ii) *within one (1) month after the due date shall cease to be a member of the Club.*
- (e) *Any person who has ceased to be a member of the Club pursuant to Rule 26(d) may re-apply for membership in accordance with these Rules”.*
- (g) **inserting** into Rule 30 the words *“Additionally, the Board shall have the power to transfer a Junior Sporting member who has attained the age of eighteen (18) years) to another category of membership of the Club for which they have the necessary qualifications”* after the words *“(other than Life membership)”*.
- (h) **inserting** into Rule 31(a)(i)(3) the words *“(which may be a physical or virtual location)”* after the words *“time and place”*.
- (i) **deleting** from Rule 31(a)(i)(4) the words *“The notice must set out the facts, matters and circumstances giving rise to the charge”*.
- (j) **inserting** into Rule 37B(a)(vii) the words *“by law”* after the words *“club licence”*.
- (k) **inserting** the following new Rule 42(i)

- “(j) A member will not be entitled to be elected or appointed to the Board if they do not have a Director Identification Number on the date of their proposed election or appointment to the Board”.*
- (l) **inserting** the following new heading and Rules 46A and 46B:
- “CLUB WELFARE FUND**
- 46A. *The Board of the Club must establish, maintain and operate a fund known as “the Club Welfare Fund” in accordance with the Club’s by-laws.*
- 46B. *For the purposes of section 10(1)(i) and section 10(6)(A) of the Registered Clubs Act and subject to compliance with the provisions of the Club’s by-laws dealing with the Club Welfare Fund, the Board is authorised by members to provide benefits to members of the Club using the funds from the Club Welfare Fund. For the avoidance of doubt, this Rule constitutes an ongoing authorisation for the purposes of section 10(1)(i) and section 10(6A) of the Registered Clubs Act”.*
- (m) **inserting** the following new sub heading and Rules 56(l) and (m):
- “Training Disclosures**
- (l) *The Club must make available to members:*
- (i) *details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
- (ii) *the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.*
- (m) *The Club must indicate, by displaying a notice on the Club’s premises and on the Club’s website (if any), how the members of the Club can access the information.*
- (n) **deleting** Rule 57 and **inserting** the following new heading and Rule 57:
- “DIRECTORS DUTIES**
57. *Directors must comply with all of their legal duties as directors, including without limitation those duties set out in the Act, Gaming Machines Act, Liquor Act and Registered Clubs Act.”*
- (o) **inserting** the following new Rules 63(e) and (f):
- “(e) The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*
- (f) The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act”.*
- (p) **deleting** from Rule 79(d) the words *“forty-eight (48) hours”* and **inserting** the words *“seven (7) days”*.

Notes to Members on Special Resolution

1. The Special Resolution proposes a series of amendments to the Club’s Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act.
2. **Paragraph (a)** clarifies that an object of the Club is to establish, maintain and operate a fund known as the Club Welfare Fund.
3. **Paragraph (b)** inserts an appropriate reference to Junior Sporting members.
4. **Paragraph (c)** clarifies that Junior Sporting members cannot attend and vote at general meetings (including Annual General Meetings), vote in the election of the Board or be elected or appointed to the Board.
5. **Paragraph (d)** deletes outdated cross references in the Constitution.
6. **Paragraph (e)** amends existing provisions relating to applications for membership to bring them into line with best practice.

7. **Paragraph (f)** amend existing provisions relating to the payments of joining fees, subscriptions and levies to bring them into line with the Registered Clubs Act and best practice.
 8. **Paragraph (g)** clarifies that the Board can transfer a Junior Sporting member who has attained the age of eighteen (18) years to another category of membership for which they have the necessary qualifications.
 9. **Paragraphs (h) and (i)** amend existing provisions relating to disciplinary proceedings to bring them into line with best practice.
 10. **Paragraph (j)** amend existing provisions relating to the removal of persons from the Club's premises to bring them into line with the Liquor Act.
 11. **Paragraph (k)** clarifies that a member must hold a Director Identification Number in order to be director of the Club. This is a requirement of the Corporations Act.
 12. **Paragraph (l)** requires the Board to establish, maintain and operate the Club Welfare Fund in accordance with the Club's by-laws and for the purposes of the Registered Clubs Act, authorises the Board to provide benefits to eligible members using funds from the Club Welfare Fund.
 13. **Paragraph (m)** amends existing provisions relating to corporate governance to bring them into line with the Registered Clubs Act.
 14. **Paragraph (n)** clarifies that directors must comply with their legal duties as directors of the Club.
 15. **Paragraph (o)** amends existing provisions relating to general meetings (including Annual General Meetings) to bring them into line with the Corporations Act.
 16. **Paragraph (p)** amends existing provisions relating to the Club's accounting and reporting obligations to bring them into line with the Registered Clubs Act.
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Dated: 9th April 2024, by direction of the Board



Andrew Lancaster
Chief Executive Officer | Secretary Manager

THE MUDGEES SOLDIERS' CLUB LIMITED

ACN 001 044 677

NOTICE OF ORDINARY RESOLUTION FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **THE MUDGEES SOLDIERS' CLUB LIMITED** to be held on **19th May 2024** commencing at **10am** at the premises of the Club, 99 Mortimer Street, Mudgee, the members will be asked to consider and if thought fit pass the Ordinary Resolutions below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

- 1 To be passed, an Ordinary Resolution must receive votes from not less than a majority of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
- 2 Life members, financial Ordinary members and financial Associate members can vote on the Ordinary Resolutions.
- 3 Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
- 4 The Board recommends the Ordinary Resolutions to members.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- a) The members hereby approve and agree to the expenditure by the Club to a sum not exceeding \$40,000.00 for the professional development and education of directors until the next Annual General Meeting and being;
 - (i) The reasonable costs (including travel and accommodation expenses) of Directors attending meetings, conferences and trade shows conducted by Clubs NSW, the Club Managers Association the RSL & Services Club's Association and such other conferences and trade shows as determined by the board from time to time.
 - (ii) The reasonable cost of Directors attending other registered clubs for the purpose of attending CDI meetings, viewing, and assessing club facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
 - (iii) The reasonable costs of Directors travelling overseas for the purpose of attending conferences, seminars and assessing and viewing overseas facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- b) The members hereby approve and agree to the expenditure by the Club to a sum not exceeding \$15,000.00 for the following expenses of directors until the next Annual General Meeting, subject to the approval of the Board of Directors and being;
 - i. Presentation to the members or other persons acknowledging services deemed by the Board of Directors as being of benefit of the Club.
 - ii. Reasonable expenses incurred by Directors in travelling by their private or public transport, to and from Directors or other duly constituted committee meetings, either within the Club or elsewhere, as approved by the Board of Directors, on production of documentary evidence of such expenditure.
 - iii. The cost of a meal and beverage for each Director at a reasonable time before or after a Board or Committee Meeting on the day of the meeting.
 - iv. Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such duties including entertainment of guests at the Club and promotional activities approved by the Board on production of documentary evidence of such expenditure.
 - v. Reasonable expenditure on food and refreshments for Directors in entertaining guests of the Club in the Club's catering departments on production of invoices, receipts or other proper documentary evidence of such expenditure and such expenditure is approved by the Board of Directors at the next Board Meeting as being properly incurred in the course of that Directors duties in relation to the Club and as being reasonable.

- vi. Reasonable expenditure of the provision of Mudgee Soldiers' Club associated uniform and apparel of each Director for the use of Club Directors when representing the Club.
 - vii. The reasonable cost of attendance of Directors and their partners at Club shows or Club functions as required, when representing the Club.
 - viii. The reasonable cost of directors (and their spouses/partners if required) attending any club, community, or charity function as the representatives of the Club and authorised by the Board to do so.
 - ix. The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet, or other similar device) and internet access being made available to directors in respect of their duties as directors of the Club.
- c) The members acknowledge that the benefits in paragraphs (a) and (b) above are not available to members generally but only for those who are Directors of the Club.
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Notes to Members on First Ordinary Resolutions

The First Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses.

Included in the First Ordinary Resolution is the reasonable cost of:

- (a) *directors attending functions as representatives of the Club and, if required, the costs of their spouses/partners also attending those functions;*
 - (b) *an electronic device (laptop, iPad, or similar device) and internet access being made available to directors in respect of their duties as directors.*
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SECOND ORDINARY RESOLUTION

The members hereby approve that the Board of Directors is empowered to pay such premiums as may be necessary to insure Directors and Officers against liability arising from duties performed from time to time.

Notes to Members on the Second Ordinary Resolutions

The Second ordinary Resolution is to have members approve the Club taking out and paying the premium on appropriate Directors and Officers insurance.

THIRD ORDINARY RESOLUTION

That pursuant to the Registered Club's Act:

- a) The members hereby approve the following honoraria
 - the President \$3,144
 - the Vice President \$2,402
 - the Junior Vice President \$2,402
 - the four (4) Ordinary Directors (\$1,513 for each director being a total of \$6,052)
 - or such higher amounts as the members may approve at the Annual General Meeting.
 - 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.
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Notes to Members on the Third Ordinary Resolutions

The Third ordinary Resolution is to have members approve honorariums for the directors for 2024.

FOURTH ORDINARY RESOLUTION

That members hereby approve the Board transferring an amount of up to \$5,200.00 into the Club Welfare Fund for the period between the Annual General Meeting in 2024 and the Annual General Meeting to be held in 2025 and for those funds to be used by the Board in providing benefits to eligible members of the Club as part of the Club Welfare Fund during the same period.

Notes to Members on the Fourth Ordinary Resolutions

The Fourth Ordinary resolution is to have members approve a payment of \$5,200 to the Club's Welfare Fund.

Dated: 9th April 2024, by direction of the Board



Andrew Lancaster
Chief Executive Officer | Secretary Manager

Postal Voting

A By-Law was introduced in 2024 in relation to Board Election Postal Voting.

Members may request a postal vote by applying to the Returning Officer for a postal voting package. The package will include a reply-paid envelope for postal votes to be returned in.

If you would like to request a postal vote, please email your request to the Returning Officer, Brad Farr, at bfarr@austelect.com. All requests must be received by the Returning Officer by no later than 5pm on Friday 19th April 2024.

All completed postal votes must be received by the Returning Officer by no later than 5pm on Friday 10th May 2024.

DISCLOSURES.

Annual Reporting Requirements.

Amendments to the Corporations Act have changed the obligations of clubs regarding the provision of providing annual reports to members. These changes were basically put in place to simplify reporting requirements, ensuring members have easy access to reports, reducing the annual reporting costs and reducing the environmental impact by eliminating the need for paper-based reporting.

As a result of this legislation the Club will now post a copy of its Annual Report on the Club's website each year. You will be able to access the Club's Annual Report for 2023 on the Club's website at the following address:

www.clubmudgee.com.au. The Annual Report will be posted no less than 28 days prior to the AGM.

Electronic Meeting Notices and Virtual Meetings

Recently enacted legislation, the Corporations Amendment (Meetings and Documents) Act 2022, permanently enables clubs to send meeting notices electronically and hold virtual or hybrid general meetings. The new legislation enables clubs to send meeting notices (this notice) to members electronically as a default option. This means clubs may send members a meeting notice for an AGM or other members' meeting (i.e. EGM) even if a member has not elected or consented to receive the notice electronically. Club Mudgee has utilised the electronic meeting notices for the 2024 AGM, however, will not be holding a virtual meeting or hybrid meeting for the 2024 AGM.