

Notice of ANNUAL GENERAL MEETING

The next Annual General Meeting of The Henry Lawson Club Limited will be held on
SUNDAY 17 NOVEMBER 2024, COMMENCING AT 10:00AM
in the Auditorium at the Club's premises 144 Henry Lawson Avenue, Werrington County NSW 2747

Notice is hereby given that the Annual General Meeting of the Henry Lawson Club Limited will be held in the Auditorium at the Club, 144 Henry Lawson Avenue, Werrington County on **Sunday, 17th November 2024 at 10.00am.**

AGENDA

1. Welcome.
2. Apologies.
3. Confirmation of the Minutes of the Annual General Meeting held on 26th November 2023.
4. Receipt and consideration of the reports prescribed by section 317 of the Corporations Act 2001 being:
 - a. The Financial report;
 - b. The Directors' report; and
 - c. The Auditor's report.
5. To consider, and if thought fit, approve two (2) Ordinary Resolutions.
6. To consider, and if thought fit, approve two (2) Special Resolutions.
7. To consider, and if thought fit, approve two (2) Life Membership Resolutions.

Members Please Note: Consistent with Section 314 of the *Corporations Act 2001* and clause 91 of the Club's Constitution the annual financial report, the Directors' report and the Auditor's report are available for inspection on the Club's website at www.henrysportsclub.com.au. Printed copies are also available from the administration office. Any questions of a financial nature are to be submitted in writing to the General Manager by Friday 1st November 2024 to have sufficient time for the Auditor to provide a response at the AGM.

SUMMARY OF ORDINARY AND SPECIAL RESOLUTIONS, AND PROCEDURAL MATTERS

1. In accordance with the Club's Constitution only Life Members and Ordinary Club Members are entitled to vote on the Ordinary Resolutions.
2. To be passed, the Ordinary Resolutions must each receive votes in favour from not less than a simple majority of those members who being eligible to do so, vote in person at the meeting.
3. As a result of the provisions of the *Corporations Act 2001*, the Ordinary Resolutions must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. Members should read the proposed Ordinary Resolutions and the Explanatory Notes contained in, and attached to, this Notice, which explain the nature and effects of each of the resolutions proposed.
5. Members of the Club, who are employees of the Club, cannot vote at the Meeting.
6. Proxy Votes are not allowed under the *Registered Clubs Act 1976*.

FIRST ORDINARY RESOLUTION

That pursuant to the *Registered Clubs Act 1976* the members hereby:

1. Approve and agree to expenditure by the Club in a sum not exceeding \$10,000 until the next Annual General Meeting of the Club for the following:
 1. The reasonable cost of a meal and beverage

- for each Director immediately before or immediately after a Board or Committee Meeting on the day of that meeting, where the meeting corresponds with a normal meal time.
2. Reasonable expenses incurred by Directors in travelling by either private or public transport to and from Directors' Meetings or other duly constituted Committee Meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
3. Reasonable expenses incurred by Directors in relation to other activities as Directors including entertainment of special guests to the Club.
4. Expenses involved in attendance at Intra-Club activities, sponsorship of sporting events deemed by the Directors to be of benefit to the Club and/or the community and other promotional activities performed by Directors.
5. Expenses involved in the provision of a club uniform to each Director and cleaning of same.
6. Reasonable costs of Directors attending all

functions and activities at the Club deemed by the Directors to be of benefit by the Club, with expenses from any of the aforementioned activities to be approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.

7. The cost of Directors attending at functions with spouses or partners where appropriate, and/or required to represent the Club.
2. Acknowledge that benefits in paragraph 1 are not available to members generally but only to those members who are Directors of the Club and those Members directly involved in the above activities.

Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution is to approve an amount no greater than \$10,000 for expenditure by the Club in relation to duties performed by the Club's Directors.
2. The Board is required by the *Registered Clubs Act 1976* to meet regularly and Directors attend further meetings of the Board and subcommittees of the Board. Furthermore, Directors are often required to represent the Board and the Club at events and functions within the Club and outside the Club.
3. Under the *Registered Clubs Act 1976* Directors cannot be employees and therefore cannot earn any salary. The only payments that can be made to them is by way of Honorarium, which they are not requesting, and by payment of reasonable expenses incurred by them in the course of carrying out their duties as Directors.
4. The First Ordinary Resolution is proposed to consider

the work and activities of Directors and the out-of-pocket expenses they incur in performing their duties.

SECOND ORDINARY RESOLUTION

That pursuant to the *Registered Clubs Act 1976* the members hereby:

1. Approve and agree to expenditure by the Club in a sum not exceeding \$10,000 for the development of skills and education of Directors until the next Annual General Meeting including:
 1. The reasonable cost of Directors meeting their mandatory education qualifications pursuant to the Registered Clubs Act.
 2. The reasonable cost of Directors attending the Clubs NSW Annual General Meeting.
 3. The reasonable cost of Directors attending seminars, lectures, trade displays, organized study tours, fact-finding tours and other similar events as may be determined by the Board from time to time.
 4. The reasonable cost of Directors attending other Clubs of a similar type of business for the purpose of observing their facilities and methods of operation.
2. Acknowledge that the benefits in paragraph 1 are not available to members generally but only to those members who are Directors of the Club and those Members directly involved in the above activities.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution is to approve an amount no greater than \$10,000 for development of skills, education and training of directors and to enable directors to be kept abreast of current trends and developments which may have a significant bearing

on the nature and way in which the Club conducts its business.

2. The IPART Review into registered clubs in 2008 recommended a higher degree of qualification and business experience be applied to the Directors and Management of registered clubs. Since then, the NSW Government has made training for Club Directors mandatory.

RECOMMENDATIONS

The members of the Board have an interest in the First and Second resolutions and therefore abstain from making a recommendation.

FIRST SPECIAL RESOLUTION

That the Club's Constitution be amended by deleting the current Clause 27, and inserting in lieu a new Clause 27, as follows:

"Unless otherwise decided by the membership, by ordinary resolution at a General Meeting, not more than two members can be made Life Members in any one financial year."

Notes to Members on First Special Resolution

The proposed new cl 27 retains the current restrictions on the number of members who can be made Life Members in any one financial year, but removes the restriction limiting the number of Life Members to ten at any given time. The latter restriction serves no practical purpose, because the financial impact on the Club flowing from the extent to which Life Members enjoy benefits not available to Ordinary Members is negligible. Additionally, the purpose of the category of Life Member is to reward outstanding contribution or service to the Club, and this should be test of admission to Life Membership, and not the issue of how many other Life Members there might be at any given time. Additionally, the task of checking on the numbers can pointlessly consume Club resources.

RECOMMENDATION ON FIRST SPECIAL RESOLUTION

The Board recommends that the First Special Resolution be adopted.

SECOND SPECIAL RESOLUTION

That the Club's Constitution be amended by deleting paragraphs (a)-(c) inclusive of Clause 34, and inserting in lieu the following paragraphs:

- a. any visitor whose permanent place of residence is in New South Wales, or
- b. any interstate or overseas visitor.

Notes to Members on Second Special Resolution

Clubs NSW has, by Circular 24-193, advised that the NSW government has made a decision to abolish the restriction, under the Registered Clubs Act 1976, on admitting as a temporary member any person whose permanent place of residence is within a distance of five kilometres of the club in question. While it is not clear whether the relevant legislative amendments have yet been processed, the website of Liquor & Gaming NSW confirms the abolition of the restriction and, given its status as a regulator, it is clear that there is no risk of prosecution.

RECOMMENDATION ON SECOND SPECIAL RESOLUTION

The Board recommends that the Second Special Resolution be adopted.

FIRST LIFE MEMBERSHIP RESOLUTION

That VINCENT LE BRETON be admitted as a Life member of the Henry Lawson Club Ltd in recognition of his outstanding service to the Club.

SECOND LIFE MEMBERSHIP RESOLUTION

That STEPHEN ROBERTS be admitted as a Life member of the Henry Lawson Club Ltd in recognition of his outstanding service to the Club.

Notes to Members on Life Membership Resolutions

1. Under Rule 25 of the Club's Constitution, Life membership can be conferred on a member "who been a member of the Club continuously for a period of not less than ten (10) years and who has rendered distinguished service to the Club". Both Mr Vincent Le Breton and Mr Stephen Roberts have satisfied these requirements for admission to Life membership.
2. A nomination for Life membership must be approved by the Board before it is submitted to a general meeting of members for decision, and this has been done.
3. To be passed, the Life Membership Resolutions must each receive votes in favour from not less than a simple majority of those members who being eligible to do so, vote in person at the meeting.
4. Under the *Registered Clubs Act*, proxy voting is prohibited and members who are employees of the Club are not eligible to vote at any meeting of the Club.

RECOMMENDATION ON LIFE MEMBERSHIP RESOLUTIONS

The Board strongly recommends that members pass the two (2) Life Membership Resolutions to admit Mr Vincent Le Breton and Mr Stephen Roberts to Life membership of the Club.

BOARD ELECTIONS

As Board Members are in office for a two (2) year tenure, there is no requirement for an election for the period 2024-2025 period.

By direction of the Board,



Gail Patrin

General Manager
Henry Sports Club
144 Henry Lawson Avenue
Werrington County NSW 2747