

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fifty-ninth Annual General Meeting of Illawarra Catholic Club Limited (ABN 68 000 361 660) will be held at Club Central Hurstville premises, 2 Crofts Avenue, Hurstville on Thursday 7 November 2019 at 7:30pm.

BUSINESS

1. To formally verify the minutes of the fifty eighth Annual General Meeting held on Monday 5th November 2018.
2. To receive and consider the Report of the Board of Directors.
3. To receive and consider the Statements of Financial Performance and Financial Position as at 30 June 2019, and supporting Financial Statements for the year then ended, together with the Auditor's Report therein.
4. To consider and, if thought fit, pass the Ordinary Resolutions (set out below) conferring benefits on Directors.
5. To consider and, if thought fit, pass the Special Resolution (set out below) to amend the Club's Constitution.
6. To declare the elected Directors for the ensuing three years in accordance with Rule 67(a), (b), (c), (d) & (e) of the Triennial System for election of Directors.
7. To transact any other business which may be transacted pursuant to the Club's Constitution.

FIRST ORDINARY RESOLUTION

Pursuant to the Registered Clubs Act 1976:

a) That the members hereby approve expenditure by the club in a sum not exceeding \$100,000 for the period preceding the 2019 Annual General Meeting for the following expenses, subject to approval by the Board of Directors:

- i. Sponsorship of Intra-Clubs; Annual Community Partner's Dinner; Presentations to members or other persons acknowledging service deemed by the Directors as being of benefit to the Club.
- ii. Reasonable expenses incurred by Directors in travelling to and from Directors' or other duly constituted committee meetings, either within the Club or elsewhere, as approved by the Board 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 that meeting.
- v. Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties, including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.

b) The members acknowledge that the benefits in (a) above are not available to members generally, but only for those who are Directors of the Club and those members directly involved in the above activities, (expenditure for the year ended 30 June 2019 amounted to \$76,730).

SECOND ORDINARY RESOLUTION

Pursuant to the Registered Clubs Act 1976:

a) That the members hereby approve expenditure by the Club in a sum not exceeding \$100,000 for the professional development and education of Directors preceding the 2019 Annual General Meeting, including:

- i. The reasonable cost of Directors attending at the Clubs NSW meetings and seminars.

Notice of Annual General Meeting (continued)

- ii. The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
 - iii. The reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact-finding tours and other similar events as may be determined by the Board from time to time.
 - iv. The reasonable cost of Directors attending other Clubs for observing their facilities and methods of operation.
 - v. Attendance at functions with partners where appropriate and required, to represent the Club.
- b) The approval by the members of the following honoraria being conferred for the period up to the next AGM of the Club:

• President	\$16,000
• Vice President	\$10,000
• Directors	\$ 8,000

c) The members acknowledge that the benefits in (a) and (b) above are not available to members generally, but only for those who are Directors of the Club, (expenditure for the year ended 30 June 2019 amounted to \$42,453).

SPECIAL RESOLUTION

“That the Constitution of Illawarra Catholic Club Limited (“the Club”), be amended as follows:

- by amending existing Rule 3 by inserting the following new definitions:
 - “Appointed Director” means a director appointed under Rule 73.
 - “Code” means the Registered Clubs Accountability Code contained in Schedule 2 to the Registered Clubs Regulation 2015. Any reference to a provision of the Code includes a reference to the same or similar provision in any code or other legislation replacing, amending or modifying the Code however that provision may be amended in that code or legislation.
 - “Elected Director” means a director on the Board referred to in Rule 67(a) elected to office in accordance with Rule 71.
- by inserting a new Rule 25 as follows:
 - 25. Where the Board introduces a class of Ordinary membership, the Board may, in its absolute discretion, vary the qualifications or rights for that class of membership by By-law. For the purposes of section 246B of the Corporations Act, it is agreed that the procedure for varying or cancelling rights of members in any class of membership under this Rule 25, will be by a By-Law passed at a meeting of the Board and a separate meeting of the members of that class is not required.
- by inserting a new Rule 63 as follows:
 - 63. Despite the imposition of a period of suspension on any member’s membership of the Club, and any other Rule in this Constitution to the contrary, the Chief Executive Officer has the power to permit any member currently under suspension, to attend the Club’s premises for a specific purpose approved by Chief Executive Officer, in their absolute discretion.
- by deleting existing Rule 65 in its entirety and inserting instead the following new Rules 65, 66 and 67:
 - 65. The business and affairs of the Club and the custody and control of its funds and property will be managed by a Board of at least seven (7) and up to nine (9) Directors comprising:

Notice of Annual General Meeting (continued)

(a) up to seven (7) Elected Directors as determined by resolution of the Board prior to calling for nominations as referred to in Rule 71, and being a President, Vice President and up to five (5) other Elected Directors; and

(b) up to two (2) Appointed Directors.

66. The Board will elect from among its number as the occasion may require, a President and a Vice-President.

67. (a) The only members of the Club who are eligible to be nominated for, elected to or hold office on the Board as Elected Directors will be Life members and financial members in the class of General membership and who have not less than 5 consecutive years membership standing in those classes immediately preceding their nominations.

(b) A member is ineligible to be nominated for election to the Board if that member:

(i) has been cited to appear before the Board or the Board's duly constituted membership committee on any charge and has been found guilty of that charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting; or

(ii) has at any time been convicted of an indictable offence; or

(iii) is a former employee of the Club whose services were terminated by the Club for misconduct;

(iv) has within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting been convicted of any offence:

(A) connected with the promotion, formation or management of any company, co-operative, partnership or business;

(B) involving fraud or dishonesty and carrying a penalty of three (3) or more months imprisonment; or

(C) in relation to the acquisition of shares.

(v) is an undischarged bankrupt.

(vi) has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club or any other training as prescribed by a resolution of the Board.

(vii) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.

(viii) has, at any time, had imposed upon him or her:

(A) a loading on the usual premium; or

(B) a higher than usual excess;

as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar.

- by deleting existing Rule 68(a) in its entirety and inserting instead the following new Rules 68(a):

68. The election of Elected Directors on the Board will be conducted in the following manner:

(a) The Secretary will call for nominations for the election of Elected Directors not less than 42 days prior to the Annual General Meeting. The closing date for nominations will be 28 days before the meeting.

Notice of Annual General Meeting (continued)

- by deleting existing Rule 69 in its entirety and inserting instead the following new Rules 69:
69. The Board may from time to time make such By-laws as it thinks necessary for the conduct of any election of Elected Directors and all matters in connection therewith.
- by deleting existing Rule 72.
- by inserting new Rules 73 to 77 as follows:

APPOINTMENT OF DIRECTORS BY THE BOARD

73. In accordance with Rule 67(b) and section 30(1) (b1) of the Registered Clubs Act, the Board may, under this Rule 73 appoint up to two (2) persons as members of the Board as would bring the number of directors of the Board to any number less than or equal to nine (9).

74. A person appointed under Rule 73:

- (a) may only be appointed for a term of no more than three (3) years, and
- (b) must be a Life member or financial Ordinary member of the Club at the time of, and for the duration of, his or her appointment, and
- (c) is not eligible for re-appointment under Rule 73, including re-appointment after the end of that term.

75. Within 21 days of an appointment being made under Rule 73, a notice must be clearly displayed on a Club Notice Board and on the club's website (if any) that states:

- (a) the reasons for the person's appointment, and
- (b) the person's relevant skills and qualifications, and
- (c) any payments to be made to the person in connection with his or her appointment.

76. An appointment made under Rule 73 is not an appointment to a casual vacancy made for the purposes of Rule 110.

77. If the Board elects to make an appointment under Rule 73, the appointment must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015.

- by deleting existing Rule 73(b) in its entirety and inserting instead the following new Rule 73(b):
(b) The Board may, from time to time, resolve to require all or some directors to undertake specific courses of instruction.
- by deleting existing Rules 90 to 94 in their entirety and inserting instead the following new Rules 90 and 91:

90. Any director who has:

- (a) a material personal interest in a matter that relates to the affairs of the Club;
- (b) any personal or financial interest in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest in a hotel situated within 40 kilometres of the Club's premises; or
- (d) received any gift valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, from an affiliated body of the Club or from a person or body that has entered into a contract with the Club,
must, within 21 days after the relevant facts have come to the director's knowledge and in accordance with clause 8 of the Code:
- (e) disclose the relevant facts to the Secretary of the Club;
- (f) declare the relevant facts and nature of the interest at a meeting of the Board;
and
- (g) in respect of any facts or interest referred to in Rule 90(a) and (b) comply with Rule 93.

Notice of Annual General Meeting (continued)

91. A director must, if required by the Secretary of the Club, submit a written return in each year to the Club declaring any of the matters referred to in Rule 90.

- by deleting existing Rules 98 to 100 in their entirety and inserting instead the following new Rules 98 to 100:

98. In accordance with clause 4 of the Code, the Club must not enter into a commercial arrangement or a contract with a director or top executive of a Club or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

99. A “top executive” has the same meaning as defined in the Code.

100. A “pecuniary interest” in a company for the purposes of Rule 98 means:

- (a) in the case of a company that supplies liquor or gaming machines to the Club—the person has any shareholding interest in the company, or
- (b) in the case of any other company—the person has a shareholding of more than 5% in the company.

- by deleting Rules 101 and 102 in their entirety and inserting instead the following new Rules 101, 102 and 103:

CONTRACTS WITH SECRETARY

101. Subject to Rule 102, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (a) the Secretary;
- (b) any close relative (as defined in the Registered Clubs Act and the Code) of the Secretary or a manager appointed under the Liquor Act for any premises of the Club;
- (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act and the Code); or
- (d) any other person prescribed by the Regulations made under the Registered Clubs Act.

102. Rule 101 does not prevent the Club entering into a contract with any of the above persons which is:

- (a) a contract of employment; or
- (b) results from an open tender process.

103. A person has a “controlling interest” for the purpose of Rule 101 in a company or body if the person has the capacity to determine the outcome of decisions about the financial and operating policies of the company or body.

- by deleting existing Rule 105 in its entirety and inserting instead the following new Rule 105:

105. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy created under Rules 103 and 104. The member so appointed will hold office subject to the requirements of Rule 67 except where the casual vacancy is in the office of an Appointed Director, in which case the requirements of Rules 73 to 77.

- by deleting existing Rules 128 to 130 in their entirety and inserting instead the following new Rule 128 to 132:

Notice of Annual General Meeting (continued)

NOTICES

128. A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:

- (a) by displaying a notice on the Club Notice Board;
- (b) by displaying a notice on the Club's website;
- (c) by sending it to the electronic address (if any) nominated by the member; or
- (d) by sending a notification to the electronic address (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.

129. Any notice (other than a notice referred to in Rule 128) may be given by the Club to any member either:

- (a) by displaying a notice on the Club Notice Board;
- (b) by displaying a notice on the Club's website;
- (c) personally;
- (d) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
- (e) by sending it to the electronic address (if any) nominated by the member.

130. Where a notice is sent by post to a member in accordance with Rule 129 the notice shall be deemed to have been received by the members:

- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

131. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

132. Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.

- by inserting a new Rule 141 as follows:

141. For the purposes of section 246B of the Corporations Act, and in addition to Rule 25, it is agreed that the procedure for carrying or cancelling the rights of members in any class of membership shall be by special resolution passed at a General Meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.

- By renumbering all Rules into proper numerical order and by making such other amendments necessary to ensure the cross referencing of Rules, paragraph numbers and other matters are properly formatted to give full force and effect to the matters addressed in this Special Resolution.

Notice of Annual General Meeting (continued)

EXPLANATORY NOTES TO MEMBERS

FIRST ORDINARY RESOLUTION

The purpose of the First Ordinary Resolution is to meet the disclosure requirements of the Corporations Act and Registered Clubs Act. It relates to expenditure shown in the Club's Annual Accounts under various headings and approved by the members when the annual accounts are adopted.

The adoption of this Ordinary Resolution by members will confirm and set an upper limit on the amount to be expended.

SECOND ORDINARY RESOLUTION

The purpose of the Second Ordinary Resolution is again to meet the disclosure requirements of the Corporations Act and Registered Clubs Act. It relates to expenditure by the Club for the professional development and education of Directors as well as ensuring that Directors keep up-to-date with current Club Industry development and that the Club is represented by selected Directors at the various meetings of Associations of which the Club is a member.

The Second Ordinary Resolution also confers an annual honoraria on directors of the Club in the amount specified.

The adoption of this Resolution by members will confirm and set an upper limit on the amount to be expended.

SPECIAL RESOLUTION

The Board of the Club instructed Eastern Commercial Lawyers to review the Club's current Constitution having regard to the significant changes to the law over recent years.

Eastern Commercial Lawyers reviewed the current Constitution and recommended a significant number of amendments in order to reflect the requirements of the Corporations Act 2001, Registered Clubs Act 1976, Gaming Machines Act 2001 and the Liquor Act 2007 and industry best practice and standards.

Eastern Commercial Lawyers recommended the adoption of a number of new Rules and the amendment to a number of existing Rules within the Constitution to address various updates to the law over the last few years and to reflect what is generally regarded as industry best practice for licensed clubs.

Copies of the full text of the proposed Constitution, should the Special Resolution be adopted, are available on the Club's website at <https://clubcentralhurstville.com.au> and <https://clubcentralmenai.com.au> or for inspection at the Club's reception on request. Members can also find a Table of Proposed Amendments to the Club's Constitution explaining the amendments on the Club's website.

IMPORTANT NOTE: Members may notice that the order of Rule numbering in the proposed Special Resolution may not correspond with Rules in the amended Constitution. This is due to the addition of new Rules (Rules that do not exist in the current Constitution). Where the proposed Special Resolution refers to an "existing Rule" that is a reference to an existing Rule number. Where the Special Resolution simply refers to the addition of a "new Rule" that is a reference to the new Rule number attributable to that Rule should the Special Resolution be adopted. In order to address any anomaly in Rule numbering and cross referencing, the final part of the Special Resolution permits amendment to address such issues.

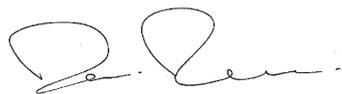
This Explanatory Message to Members is not to be taken in any way as affecting the wording of the proposed amendments to the Constitution, but is provided to inform members of what is proposed and to draw attention to the reasons behind the proposed amendments.

Notes to members

1. Members are reminded that, to gain admission to the Annual General Meeting, will be in accordance with Rule 29(a) & (b) of the Constitution and they must present for inspection their current membership card. All members will be entitled to receive a voting card, which will identify them and allow them to vote as permitted by the Constitution of the Club, and the Registered Clubs Act 1976.

Notice of Annual General Meeting (continued)

2. In accordance with Rule 29(a) of the Club's Constitution, all Life members and Ordinary members are entitled to vote on the Ordinary Resolutions.
3. All Life Members and financial General Members are entitled to attend the meeting and vote on the Special Resolution.
4. To be passed, each Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
5. To be passed, the special resolution must receive votes in its favour from not less than three-quarters (75%) of the members who vote in person at the meeting.
6. Because of the provisions of the Corporations Act 2001, the Ordinary Resolutions and Special Resolution must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
7. The Registered Clubs Act prohibits an employee from voting at any meeting of the Club.
8. Members should read the proposed resolutions and the Explanatory Notes to Members which explain the nature and effect of each resolution.
9. Please direct any questions or concerns about the Ordinary Resolutions of the Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.
10. Proxy votes are not permitted under the Registered Clubs Act 1976.
11. Questions in relation to the Financial Report must be in writing and in the hands of the Chief Executive Officer no later than 5:00pm on Monday 28 October 2019. This requirement is necessary to enable accurate and factual answers to be researched and prepared for members' information prior to the Annual General Meeting.



PAUL RICHARDSON
CHIEF EXECUTIVE OFFICER

Date: 24 AUGUST 2019

ANNUAL FINANCIAL REPORT, DIRECTOR'S REPORT AND AUDITOR'S REPORT Consistent with section 314 of the Corporations Act 2001 the annual financial report, the directors' report and the auditor's report are available for inspection on the Club's website at www.clubcentralhurstville.com.au and www.clubcentralmenai.com.au

ELECTION OF DIRECTORS

Nominations for the offices of Director of Illawarra Catholic Club Limited must be in the hands of the Secretary no later than 5pm on Monday 7th October 2019 as previously notified on Club Notice boards, in the Leader Newspaper and in the Club brochure. Group 3 of the Triennial system (two positions) will be up for election this year.

VOTING

In the event of a ballot being necessary, the ballot shall be conducted at the Club Central Hurstville and Club Central Menai premises, between the hours of 10:00am and 6:00pm on the following dates:

Thursday	31 October 2019
Friday	1 November 2019
Monday	4 November 2019
Tuesday	5 November 2019
Wednesday	6 November 2019