

MOUNTIES GROUP

Annual General Meeting



Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of Mount Pritchard & District Community Club Ltd ABN 98 000 458 622 ("the Club") will be held on Sunday, 30 October 2022 at 10:00am at the Club's premises at 101 Meadows Road, Mt Pritchard NSW 2170 (and video conferenced to the Harbord Diggers premises at 88 Evans Street, Freshwater NSW 2096 and the Halekulani Bowling Club premises at 50 Natuna Avenue, Budgewoi NSW 2262).

Business:

1. To confirm the minutes of the previous Annual General Meeting.
2. To receive and consider the Report of the Directors.
3. To receive and consider the Financial Statements.
4. To receive and consider the Auditor's Report.
5. To consider and, if thought fit, pass the Ordinary Resolutions appearing under the heading "Ordinary Resolutions" to approve benefits for members of the Club and payment of honoraria.
6. To consider and, if thought fit, pass the Life Membership Resolution to elect Mr Trevor Forman to Life Membership of the Club.
7. To consider and, if thought fit, pass the Special Resolutions appearing under the heading "Special Resolutions" to amend the Club's Constitution.
8. To receive the report of the Returning Officer regarding the Election of Directors.
9. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months prior to the Annual General Meeting (if any have been received).
10. Any other business of which proper notice has been given.

Ordinary Resolutions:

Ordinary Resolution 1

That pursuant to the Registered Clubs Act 1976 (NSW), in the period up to the next Annual General Meeting of the Club, the members approve and agree:

- (a) to expenditure by the Club to a total value not exceeding \$381,452 (excluding GST) for:
 - (i) a reasonable meal and refreshment for each Director in conjunction with each Board and committee meeting;
 - (ii) reasonable costs and expenses of travel by Directors to attend Board meetings and other Club meetings approved by the Board;
 - (iii) reasonable costs and expenses in relation to

the professional development and education of Directors including, but not limited to, attending meetings of associations of which the Club or relevant Director is a member, attending conferences and seminars, attending industry and trade events, attending study tours, and attending other venues to inspect their facilities and operations determined by the Board as being relevant to the Club's business;

- (iv) reasonable costs and expenses of Directors attending functions (with partners where appropriate) to represent the Club;
 - (v) reasonable costs and expenses of Directors carrying out their duties including, but not limited to, entertaining guests of the Club and promotional activities;
 - (vi) reasonable costs and expenses of providing Directors with corporate apparel when representing the Club; and
 - (vii) provision of reserved car parking spaces at the Club's premises for use of Directors;
- (b) to expenditure by the Club to a total value not exceeding \$ 47,684 (excluding GST) for reasonable costs and expenses in relation to:
 - (i) sponsorship of sub-clubs;
 - (ii) holding of annual picnics; and
 - (iii) presentations to acknowledge the contribution of persons who have rendered service deemed by the Board to be of benefit to the Club or community;
 - (c) for Directors, and members invited by the Board, to attend events to represent the Club (including events to which the Club may be invited under sponsorship/trade agreements or similar arrangements) including, but not limited to, attending sporting matches, corporate box activities, promotions, dinners, events and functions; and
 - (d) for the reasonable cost of providing each Director a ham and a carton of beer (or alternate item(s) of equivalent value) at Christmas.

Ordinary Resolution 2

That pursuant to the Registered Clubs Act 1976 (NSW), in the period up to the next Annual General Meeting of the Club, the members approve and agree to payment of the following honoraria to the Club's Directors (plus any applicable superannuation):

- (a) \$ 20,861 per annum to the President; and
- (b) \$ 16,690 per annum to each other Director.

Ordinary Resolution 3

That pursuant to the Registered Clubs Act 1976 (NSW), in the period up to the next Annual General Meeting of the Club, the members approve and agree to expenditure by the Club for:

- (a) the reasonable cost of providing each Life Member a ham and a carton of beer (or alternate item(s) of equivalent value) at Christmas;
- (b) reasonable costs and expenses, as approved by the Board, for the members of the Committees of Club Italia Sub Club, the Triglav Sub Club, the Mekong Sub Club, the Halekulani Bowling Sub Club, Club Wyong Sub Club and the Breakers Country Club Sub Club, a reasonable meal and refreshment for committee members in conjunction with each committee meeting:
 - (i) reasonable costs and expenses in relation to the professional development and education of committee members, including representing the Club at meetings of industry associations and attending seminars, industry and trade events, and study tours;
 - (ii) reasonable costs or expenses of committee members attending functions (with partners where appropriate) to represent the Club;
 - (iii) reasonable costs or expenses of travel by committee members to committee meetings;
 - (iv) reasonable costs and expenses of committee members carrying out their duties including, but not limited to, entertaining guests of the Club and promotional activities; and
 - (v) reasonable costs and expenses of providing committee members with corporate apparel when representing the Club.

Ordinary Resolution 4

That pursuant to the Registered Clubs Act 1976, in the period up to the next Annual General Meeting of the Club, the members approve and agree to payment of the following honoraria (plus any applicable superannuation) for the following committee positions:

- (a) \$ 1,256 per annum to the Club Captain;
- (b) \$ 1,256 per annum to the Assistant Club Captain;

Ordinary Resolution 5

That pursuant to the Registered Clubs Act 1976, in the period up to the next Annual General Meeting of the Club, the members approve and agree to payment of the following honoraria (plus any applicable superannuation) for the following committee positions:

- (a) \$ 4,139 per annum to the Mounties Welfare Officer;

- (b) \$ 4,139 per annum to the Harbord Welfare Officer; and
- (c) \$ 1,659 per annum to the Central Coast Welfare Officer.

EXPLANATORY NOTES – ORDINARY RESOLUTIONS

1. Under the Registered Clubs Act 1976 (NSW) (**Registered Clubs Act**) benefits can be provided by the Club for Directors and other members, that are not offered equally to all Full Members of the Club, if approved by ordinary resolution of the members.
2. From time to time, as a result of the Club engaging in corporate sponsorships, or ancillary to the Club's commercial dealings with trade suppliers and service providers, the Club may become entitled to benefits such as invitations to functions, events, sporting matches, dinners or other forms of benefits. The Board is keen to pass such benefits on to members where appropriate, but the members acknowledge that it is not appropriate in every case to make the benefits available equally to all Full Members. In addition to the other matters as set out in the resolution, Ordinary Resolution 1 authorises the Board to determine when some benefits, in the best interests of the Club, should be offered to Directors and other members who are in the best position to represent the Club in its corporate capacity.
3. Under section 10(6)(b) of the Registered Clubs Act, honoraria may be paid to the Directors and committee members if it is approved by ordinary resolution of the members. Members are notified that additional superannuation contributions will be made by the Club in relation to the honoraria at a level sufficient to ensure that the Club is compliant with superannuation guarantee legislation. Honoraria are usually paid annually in arrears against a claim made by a Director or committee member, however, the Board has approved that claims may be lodged and paid 6 monthly in arrears. If a person serves in a position for only part of the year, then the relevant honorarium will be paid pro rata for that period. The amounts proposed for the honoraria are slightly increased from the amounts approved at last year's Annual General Meeting.
4. The Ordinary Resolutions are generally on similar terms to those approved in recent years.
5. To be passed, each Ordinary Resolution must receive a simple majority of votes in its favour from those members present and voting (being eligible to do so).

6. Financial Life Members and Club Members who have been members for 24 continuous months are entitled to vote on the Ordinary Resolutions in accordance with Rule 27(a) of the Club's Constitution.
7. Members who are employees are not entitled to vote, and proxy voting is prohibited by the Registered Clubs Act.

Life Membership Resolution

To consider, and if thought fit, to pass the following Resolution to elect Mr Trevor Forman as a Life Member of the Club:

"That Mr Trevor Forman is elected as a Life Member of the Club in recognition of his distinguished, exceptional and meritorious service."

EXPLANATORY NOTES – LIFE MEMBERSHIP RESOLUTION

1. The Board has resolved to recommend Mr Trevor Forman for election to Life membership of the Club under Rule 25 of the Club's Constitution in recognition of his distinguished, exceptional, and meritorious service.
2. Under Rule 25 of the Club's Constitution a person may be elected as a Life Member at the Annual General Meeting.
3. Life Membership Resolution will be passed if at least a two thirds majority of those eligible members present and voting at the meeting, cast their vote in favour of the Resolution.
4. Life Members and financial Club Members who have been members for 24 continuous months are entitled to vote on the Resolution.

Special Resolutions:

Special Resolution 1

That the Constitution of Mount Pritchard & District Community Club Ltd be amended by:

- deleting the phrase ", address and occupation" in Rule 39(b) and replacing it with "and address"
- deleting the words "and address" in existing Rule 39(e)
- deleting existing Rule 43 and replacing it with the following new Rule 43:
 "43 *The Board will from time to time prescribe the entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club, provided that any change to the*

amount of the annual subscription is posted on the Club's notice board within 7 days after such Board determination."

- deleting the words ", the occupation" in existing Rule 48(a).

EXPLANATORY NOTES – SPECIAL RESOLUTION 1

1. Special Resolution 1 seeks to update the Constitution to reflect recent amendments to the Registered Clubs Act which took effect in November 2021.
2. The Registered Clubs Act previously required the Club secretary to display both the name and address of each candidate for the Club's Ordinary membership class at the Club's premises. It also required clubs to collect details of a candidate's occupation and record it in the Club's membership register.
3. The recent changes to the Registered Clubs Act have removed the need to display the address, or to collect and record the occupation of membership applicants. These changes better maintain the applicants' privacy.
4. Furthermore, the Registered Clubs Act was amended to no longer prescribe a minimum amount for the annual subscription (previously \$2). However, the Constitution must now set out the amount of the Club's annual subscription or the process for determining that amount.
5. Existing Rule 43 already has a procedure by which the Board may determine the annual subscription from time to time, provided it does not go below the minimum \$2. The proposed new Rule 43 removes that minimum amount (in line with the legislative change) and updates the procedure to require any change to the annual subscription amount be displayed on the Club Noticeboard within seven (7) days after the Board determines that amount.
6. If Special Resolution 1 is passed, it will allow the Club to maintain consistency with these recent changes to club legislation.

Special Resolution 2

That the Constitution of Mount Pritchard & District Community Club Ltd be amended by:

- inserting new Rule 94A:
 "94A. *The Club may hold a General Meeting using virtual technology at which all or some persons can attend by electronic means, provided that:*
 (a) *a person who speaks at the meeting*

can be heard by the other persons attending;

- (b) the members entitled to attend the meeting, as a whole, have a reasonable opportunity to participate in the General Meeting; and
- (c) any member entitled to vote at that General Meeting can cast that vote by electronic means.”

EXPLANATORY NOTES – SPECIAL RESOLUTION 2

1. The Registered Clubs Act was also amended for clubs to be able to now hold AGMs/EGMs and Board meetings electronically (subject to certain requirements under the Registered Clubs Act) and allow eligible members to vote at such meetings by electronic means.
2. This also reflects greater permissions introduced into the Corporations Act 2001 (Cth) introduced post-pandemic.
3. Special Resolution 2 merely seeks to reflect this flexibility under the new legislation in the Constitution. These will increase some efficiencies for the Club. The Club is not required to do so, but may choose to implement electronic voting or hold such meeting wholly or partially electronically (such as via Zoom).

Special Resolution 3

That the Constitution of Mount Pritchard & District Community Club Ltd be amended by deleting existing Rules 104(c) and Rule 104(d) and replacing them with the following new Rules 104(c) and Rule 104(d):

- “104 (c) by sending the notice to the facsimile number or electronic address recorded for that member, as provided by that member to the Club; or
- (d) by sending the recipient sufficient information in physical or electronic form to allow the recipient to access it electronically (in accordance with the Act and the Registered Clubs Act).”

EXPLANATORY NOTES – SPECIAL RESOLUTION 3

1. The updated Rule 104(c) will enable the Club to send a notice to a person’s electronic (e.g. email) address as provided by that person during the course of the person’s membership with the Club, rather than the person having to first nominate for the Club to send the notice electronically.

2. Existing Rule 104(d) of the Constitution already permits the Club to notify members electronically. However, the Corporations Act has been updated to also enable companies to send a physical or electronic communication (e.g. letter, SMS, email) that provides information on where to download the notice (e.g. if it was uploaded on the Club’s website) regardless of whether the member has nominated that or not. Therefore, Rule 104(d) is being updated accordingly.

EXPLANATORY NOTES – SPECIAL RESOLUTIONS

1. Under Rule 109 of the Mounties Constitution, Life Members and financial Club Members who have been members for 5 continuous years are entitled to vote on each Special Resolution.
2. Each Special Resolution must be considered as a whole and cannot be amended in substance by motions from the floor.
3. A Special Resolution will be passed if at least a three quarters majority of the members present and voting (being entitled to do so), vote in favour of the Special Resolution.
4. Under the Registered Clubs Act:
 - (a) members who are employees of Mounties are not entitled to vote; and
 - (b) proxy voting is prohibited.
5. A copy of the current Constitution is available to members on request from the Club’s office or on the Club’s website.
6. Please direct any questions about the Special Resolutions to the Chief Executive Officer by email to ceo@mountiesgroup.com.au at least 7 days before the AGM.

BY ORDER OF THE BOARD

DALE HUNT
Chief Executive Officer / Secretary

9 August 2022

