



CABRA-VALE DIGGERS

Cabra-Vale Ex-Active Servicemen's Club Limited Notice of Annual General Meeting 2024

Notice is given that the Annual General Meeting of members of Cabra-Vale Ex-Active Servicemen's Club Limited for 2024 will be held on **29 September 2024** commencing at **10:00am** in the Club's Auditorium, 1 Bartley Street, Canley Vale NSW 2166 (also using more than one room and with technology, if necessary).

Members will see below that there is a lengthy agenda for the meeting including a number of proposed ordinary resolutions.

All of the proposed resolutions are put forward by and recommended by the Board. The Chair will not call for a mover or seconder for any of the proposed resolutions but will open the meeting up for discussion before each proposed resolution is put to the vote.

Similarly, the Chair will not call for a resolution to acknowledge receipt of the minutes or of the annual reports. Whilst they will be open for discussion they will be taken as received.

That follows modern corporate practice.

Business

1. **Opening.**
2. **Attendance and quorum.**
3. **Apologies.**
4. **Receipt of the minutes of the previous Annual General Meeting.**
5. **Receipt and consideration of the Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 30 June 2024.**
6. **Auditor.** If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
7. **Amalgamation - expressions of interest.** As required by legislation, notice will be given at the meeting of each expression of interest in an amalgamation, along with each unsolicited merger offer, that the Club has received from another club within the previous 12 months.
8. **Ordinary Resolution: Appointment of Patron.** To consider and if thought fit, pass the following resolution:

That Mr Tri Vo, the Member for Cabramatta, be appointed a Patron of the Club in accordance with the Club's Constitution.

Explanatory Note – Ordinary Resolution: Appointment of Patron

Under the Constitution, the members in general meeting may appoint one or more patrons of the Club, on the recommendation of the Board, to hold office until the next AGM subject to the other provisions of the Constitution.

The present Board unanimously recommends the appointment of Mr Tri Vo as a Patron of the Club.

9. **Ordinary Resolution: Honorarium - President.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of \$19,000 to the President of the Club in respect of their service on the Board until the next Annual General Meeting.

Explanatory Notes – this and other proposals for honorariums

See Attachment 1 for the background to the proposal for this and other honorariums that are proposed for approval, and the proposed manner of payment and other relevant details of what is intended.

10. **Ordinary Resolution: Honorarium - Vice President.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of \$17,000 in cash to the Vice President of the Club in respect of their service on the Board until the next Annual General Meeting.

11. **Ordinary Resolution: Honorarium - Director appointed as Pension Officer.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of \$17,000 in cash to the Director appointed as Pension Officer of the Club in respect of their service on the Board until the next Annual General Meeting.

12. **Ordinary Resolution: Honorarium - other Directors.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the annual rate of \$14,000 in cash to each Director of the Club in respect of their service on the Board until the next Annual General Meeting.

13. **Ordinary Resolution: Benefits for Directors and other members.** To consider and if thought fit, pass with or without modification, the following resolution:

That the members authorise (and declare to be reasonable):

- the payment or reimbursement by the Club in amounts not exceeding in total \$190,000 up to the date of the next AGM for, or the provision by the Club at the Club's expense of, facilities support and benefits for the Directors reasonably commensurate with their offices and duties where and as the Board in each case decides is reasonable in the interests of the Club, including without limitation the examples set out in Attachment 1; and*
- the provision of benefits to the classes of members set out in Attachment 1, as the Board in each case decides is reasonable in the interests of the Club.*

Explanatory Notes – Benefits for Directors and other members

See Attachment 2 for the background to the proposal for this resolution and the examples and details to which the proposed resolution refers.

14. **Management.** A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.

15. **Special resolution:** Amendment of Constitution – no-fault suspension

To consider and, if thought fit, pass is a special resolution, the following resolution.

No-fault suspension

- (k) The power to suspend a member may be exercised on a “no fault” basis, where there is any credible serious allegation of misconduct by the member contrary to the requirements of this Constitution or that a member is otherwise subject to discipline including, but without limitation by these examples, where there is a credible allegation that a member has been involved with:
- (i) *domestic violence*
 - (ii) *drug dealing*
 - (iii) *gang association or activity,*
 - (iv) *misconduct raising a substantive present risk, or concern, in connection with the protection of the health (including psychosocial wellbeing) or safety of either the member themselves or any other individual, or*
 - (v) *criminal activity otherwise than at the lowest end of the scale.*
- (l) *The suspension of a member under regulation 1.1(k) may be continued indefinitely until the relevant allegation has been reasonably rebutted.*
- (m) *The rules of natural justice are excluded for the purposes of, and do not apply to the operation of regulation 1.1(k).*
- (n) *The Board at any time on its own motion or at the request of the member concerned, may terminate the suspension of a member under regulation 1.1(k).*

Explanatory Notes – Amendment of Constitution – no-fault suspension

The Club can be placed in a very difficult position if there is a serious but unproven allegation against a member. Members will be aware that sporting codes, for example, often have provision in the rules to suspend a player on a non-fault basis, where the player is facing a serious but unproven allegation.

The proposed amendment will give the CEO and the Board similar power to suspend a member where there is a credible serious allegation of misconduct by the member, until the matter has been reasonably resolved.

The concern is to strike a balance between the interests of the individual on the one hand, and on the other hand the interests of the Club and members generally to uphold the Club’s standards and reputation and to protect the safety and wellbeing of members and staff generally.

The Board will always have the power to vary or terminate any such suspension, where that appears to be appropriate.

The present Board unanimously recommend the proposed resolution.

A special resolution must receive votes in favour from at least 75% of members who cast a valid vote in person at the meeting.

By authority of the Board



Boris Belevski

Chief Executive Officer

Date 22/08/2024

PLEASE READ THE FOLLOWING IMPORTANT NOTES

Alternative arrangements

If it becomes necessary or appropriate due to public-health orders or other concerns for health or safety, or because of the number of anticipated attendees, to

- (a) use overflow rooms (due to possible numbers attending or social distancing requirements), then that will be done, and directions given at the time of the meeting, with connections and participation facilitated by technology if necessary: or
- (b) hold the meeting as a virtual meeting using technology, then members will be notified as early as possible, and instructions provided.

Possible delays

Members are encouraged to allow extra time to gain access to the meeting room. Also please be patient regarding any delays due to social distancing and any other health safety or security measures that may be in place. Please observe all health safety and security directions and cooperate with Club staff in accepting re-direction to overflow rooms if that becomes necessary.

Or if it becomes necessary to hold the meeting using technology:

- (a) please test the technology and your connection for yourself in advance to minimise problems, and also follow all instructions.
- (b) your contribution to the discussion of, and questions regarding a proposed resolution may have to be provided through a moderator in accordance with the instructions provided; and
- (c) you must not allow anyone else to use your access right or to vote for you.

Notice of questions or requests for details

Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer at least 14 days prior to the meeting, so that answers may be researched, if required.

Eligibility

The following members are entitled to attend and vote at the AGM: Life members; financial 40 Year members; financial Service members who have continuously been a member for at least the previous 12 months; financial Social members who have continuously been a member for at least the previous 12 months; and financial Campbelltown RSL members who have continuously been a member for at least the previous 12 months.

However, only those who have been members for at least five years (counting membership in any membership class) and who did not become a member as a consequence of being a member of Campbelltown RSL Club at the time of the amalgamation with that club, are entitled to vote on the proposed resolution in relation to amendment to the Constitution.

Employees and proxies

Employee members are not entitled to attend the meeting by virtue of their membership and are not entitled to vote at the meeting. Under the registered clubs legislation, proxies are not permitted.

Auditor

Notice of the meeting is being given to the Club's Auditor, who is entitled to attend.

Voting

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

A special resolution must receive votes in favour from not less than three quarters of eligible members who cast a valid vote in person at the meeting.

Whether the meeting is a physical meeting or a virtual meeting, your vote on any resolution will not be counted or effective unless you vote only at the time that the proposed resolution is put to the vote and not before, and get your vote lodged before that voting closes.

Resolutions

It is a requirement under corporations law that any special resolution must be considered as a whole and cannot be altered by any motion at the meeting (except to correct grammatical or clerical errors).

It is also a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting except for certain resolutions that may be accepted by the Chair, of a procedural nature or that are specifically anticipated by the Club's Constitution.

Annual Report

Members are able to find the Annual Report including the (concise) Financial Report, for the previous financial year at www.cabravale.com.au under the publications & notices tab.

Explanatory Notes – Proposals for Honorariums

There are various proposed resolutions for the awarding of honorariums to respectively the President, the Vice-President, the Pensions Officer and each of the other directors in recognition of their continuing service to the Club.

An honorarium may only be paid where approved by a resolution of the members of the Club passed at a general meeting.

The amounts of the various proposed cash honorariums remain unchanged from the amounts for the period up to the 2022 AGM, that were last approved by members at the 2023 AGM.

Each honorarium is proposed on the basis that it will be paid by equal instalments monthly in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of the term of the officer concerned.

The honorarium for directors is not proposed to also apply to the President, the Vice President or the Director appointed as Pension Officer, in each case for so long as there is a resolution in force approving of a separate honorarium for them respectively.

The payment of the honorariums may in certain circumstances require the Club to pay a superannuation guarantee contribution for the benefit of the recipient at the minimum prescribed rates (currently 11.5%).

The Board traditionally appoints one of the Directors (not being the President or the Vice President), to also act as Pension Officer, with additional duties accordingly.

Under the proposed resolution in that regard, the director appointed to that position will receive the proposed honorarium in lieu of the honorarium that they might otherwise receive as an ordinary director.

Under the club's legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.

Attachment 1 Benefits for directors and other members, including also car parking for Life Members and two Welfare Officers

The amount for which authorisation is requested is unchanged from last year and 2022.

The proposed resolution, including the proposed expenditure cap, is unchanged in substance from the previous year.

Directors' out-of-pocket expenses reasonably incurred in the course of carrying out their duties, can already be authorised by the Board. However, the proposed resolution in the interests of transparency makes disclosure of some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific out-of-pocket expenses, the resolution will acknowledge that expenses of the types proposed are prima facie reasonable and there is or will be a current resolution of the Board authorising the payment of expenses of the kind listed.

To the extent that the proposed expenses may involve the provision of benefits that are not in the form of money or a cheque and are provided to a specific class of member, that is permissible under current legislation only if there is a current authorisation from a general meeting.

The resolution also deals with the proposed non-cash benefits for only some members or for directors and their partners, where the benefit will not be equally available to all members. The Club is not permitted to provide any benefit to different classes of members without a current authorisation from a general meeting.

This year the proposed resolution includes approval for the allocation of parking spaces for Life members and up to two Welfare Officers. Previously that proposal was put as a separate resolution but it is now included here to simplify the business of the meeting.

To the extent that the proposed expenses might otherwise be regarded as a profit, benefit or advantage that is not offered equally to every full member and able to be authorised as above, they are still permissible if the Authority is of the opinion that they are reasonable in the circumstances. The resolution seeks to acknowledge the types of expenses that are regarded by the members as being prima facie reasonable in the circumstances.

The proposed resolution takes into account the still changing circumstances of the Club including the further increase in the size and complexity of the Club's operations.

The present Board unanimously recommend the proposed resolution.

Examples of expenses and payments to or for a director in respect of their services as a director or member of any Club committee, that will be covered by approval of the proposed resolution, are expenses or payments in connection with:

- (a) *reasonable food and refreshments; parking (deemed provided at no cost); uniform clothing; and communication and information technology;*
- (b) *director education and training (including memberships of other relevant bodies);*
- (c) *representation of the Club, or attendances (including with partner, where the Board deems appropriate in the interests of the Club) at events, professional conferences and seminars, or on study tours (including where the Board deems appropriate in the interests of the Club, internationally);*
- (d) *expenses in connection with representation of the Club, or attendances at events, professional conferences and seminars, or on study tours - payment of an allowance of up to the amount prescribed per day by the Australian Tax*

Office as a reasonable travel and meal allowance expense for the respective year, to each director who accepts a request from the Board to participate, to cover reasonably anticipated incidental expenses that will not otherwise be paid or borne by the Club.

- (e) *reimbursement of out-of-pocket expenses reasonably incurred by a director in travelling between his or her usual residence or a place of work and the Club's premises for the purposes of attending any meeting of the Board or a Board Committee (including where appropriate in the interests of the Club and the circumstances permit, reimbursement for motor vehicle use on a kilometrage basis at the rates approved from time to time by the Australian Taxation Office as reasonable for taxation purposes);*

Examples of expenses and payments for benefits in connection with particular members (including possibly directors) in the course of carrying out their duties in relation to the Club where of a kind authorised by a then-current resolution of the Board, and of other benefits in connection with particular members, all proposed to be approved as reasonable in the interests of the Club, are expenses or payments in connection with:

- (f) *the provision of financial or other support for community functions (determined by the Board to otherwise be in conformity with the Club's objects) - including where a director or other member may have a direct or indirect interest or connection or be a participant;*
- (g) *at the expense of the Club hosting and providing facilities including food and beverages (other than free of charge liquor) for wakes for former Life members, directors or other individuals who have materially contributed to the Club - where a director or other member may have a direct or indirect interest or connection or be a participant;*
- (h) *directors and other members (and their partners or other family) attending at and participating in Club or Sub Club or external functions or activities - where because of their office or other connection with the Club, they are excused from payment for attendance or participation;*
- (i) *the provision of both a Christmas function and one other annual function, for the Board and its guests (whether or not they are members) being persons who have supported the Club or promoted the success of the Club or who are important to the continued success of the Club;*
- (j) *preferential bookings or reservations for Directors and their partners, for Club functions;*
- (k) *modest presentations to members where deemed appropriate by the Board in recognition of services or contributions to the Club - not being remuneration for services;*
- (l) *reasonable food and refreshments and entertainment costs associated with any visit to the Club by any Patron of the Club;*
- (m) *directors' and officers' insurance maintained by the Club as determined by the Board from time to time;*
- (n) *the hosting or support or both, of other Club functions, that may be attended by some Directors and their partners and by other members and their partners, in accordance with tradition and the Club's objects, such as ANZAC Day and Remembrance observances and a Life and 40 Year members' reunion and lunch;*
- (o) *directors and their partners attending events and receiving hospitality, food and refreshments, in connection with the activities of club business partners*

and the activities of recipients of club support or sponsorship (without limitation, such as attendance and corporate hospitality at a sponsored party's sporting event); and

- (p) the provision of allocated car parking spaces at the Club's main premises, for use by Life members and by up to two Welfare Officers.*
