

**WELLINGTON SOLDIERS MEMORIAL CLUB LTD
(ACN 000 977 891)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the Annual General Meeting of the **Wellington Soldiers Memorial Club Ltd** to be held on **27 May 2025** commencing at the hour of **7.30pm** at the premises of the Club, 75 Arthur Street, Wellington, New South Wales.

AGENDA

1. Welcome.
2. Apologies.
3. To receive and consider the Minutes of the Annual General Meeting of the Club held on **27th May 2025**
4. To receive and consider for the financial year ending 31 December 2024:
 - (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditor's report.
5. To declare the results for the election of directors.
6. To consider and if thought fit pass the Ordinary Resolutions set out below.
7. To consider and if thought fit pass the Special Resolution set out below.
8. General business.

PLEASE NOTE: Any questions on the financial statements or any members wishing to raise an item in general business is requested to give written notice of the nature of that business to the Secretary Manager 10 days prior to the Annual General Meeting.

A copy of the 2024 Annual Account is available for collection from reception or via <https://www.wellingtonsoldiers.com.au>

NOMINATIONS FOR THE BOARD

Nominations for election to the Board will open on 14 April 2025 and will close at 6.00pm 27th April 2025.

Nomination forms will be available from the Secretary's office at Wellington Soldiers Memorial Club during the hours of 10.30am to 5.00pm Monday to Friday.

The Secretary shall post the name of the candidates and their proposers on the Club Notice Board within 48 hours of the close of nominations.

FIRST ORDINARY RESOLUTION

That pursuant to section 10(6)(b) of the Registered Clubs Act 1976:

- (a) The members approve the payment of **\$5,500** as the honorarium to the President in relation to services to the Club until the Annual General Meeting to be held in 2025.
-

- (b) The members approve the payment of **\$1,375** as the honorarium to the Vice President in relation to services to the Club until the Annual General Meeting to be held in 2025.
- (c) The members approve the payment of **\$4,950** as the honorarium to the Treasurer in relation to services to the Club until the Annual General Meeting to be held in 2025.
- (d) The members approve the payment of **\$825 each** as the honorarium to the Directors in relation to services to the Club until the Annual General Meeting to be held in 2025.

NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed First Ordinary Resolution set out above:]

1. The First Ordinary Resolution proposes that the members approve an honorarium payment to the President, the Vice President, the Treasurer and to the ordinary Directors for their considerable contribution to their duties as directors until the next Annual General Meeting.
2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year. The amounts of the honorariums proposed above are the same as those approved by members at the Annual General Meeting held in 2024.
3. The total amount for honorariums approved by members at the annual general meeting held in 2024 was **\$16775.00**.
4. The members acknowledge that the benefits in the First Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act 1976 the members hereby approve expenditure by the Board of Wellington Soldiers Memorial Club Ltd the sum not exceeding until the next Annual General Meeting of the Club for the following expenses subject to approval by the Board of Directors:

- (a) Directors' education and training, including seminars, attendance at other clubs for the purpose of research and benchmarking, courses and conferences to comply with Club governance legislation.
- (b) The provision of reasonable refreshments and travel expenses (upon production of a valid receipt) associated with each Board or Committee meeting of the Club.
- (c) Reasonable expenses incurred by Directors either within the Club or other venues in relation to such other duties including entertainment of special guests of the Club.
- (d) Provision of corporate director uniform and laundering including suit, shirt and tie.

The members acknowledge the benefits above are not available to members generally, but only for those who are elected to the Board of directors.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

[These notes are to be read in conjunction with the proposed Second Ordinary Resolution set out above:]

1. The Second 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 Second Ordinary Resolution is the cost of Directors attending functions as representatives of the Club.
2. Section 10(6)(d) of the *Registered Clubs Act* allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Second Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.

3. Section 10(6A) of the *Registered Clubs Act* provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.
 4. The benefits in the Second Ordinary Resolution above are not available to members generally but only for those who are Directors of the Club and are in keeping with their role of Directors.
-

Procedural Notes

1. To be passed each Ordinary Resolution must receive votes from a majority of those members who being eligible to do so vote in person on the Ordinary Resolutions at the meeting.
 2. Only Life members and financial Club members are eligible to attend and vote at the Annual General Meeting.
 3. Members who are employees of the Club are not entitled to vote.
 4. Proxy voting is prohibited by the Registered Clubs Act.
 5. Amendments (other than minor typographical corrections which do not change the substance or effect of the Ordinary Resolutions) will not be permitted from the floor of the meeting.
-

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Wellington Soldiers Memorial Club Ltd be amended by:

- (a) **inserting** the following new definitions into Rule 3.1 as follows:
 - (b) **“Appointed Director”** means a director appointed under Rule 28.1.
 - (i) **“Elected Director”** means a director on the Board referred to in Rules 27.1(a), 27.1(b)(i) and 27.1(c)(i) elected to office in accordance with Rules 27.2 and 28.
 - (n) **“Liquor or Gaming Policy”** means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.
 - (r) **“Quarter”** means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.
- (b) **inserting** new Rule 9.7 as follows:

“9.7 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the provisions of Rule 20 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.”
- (c) **inserting** new Rule 20.2 and **renumbering** the remaining provisions accordingly:

“20.2 Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.”
- (d) **deleting** Rule 27.1 and in its place **inserting** the following new Rule 27.1:

“27.1 Subject to Rule 36Error! Reference source not found., the Board shall comprise:

- (a) *from the 2025 Annual General Meeting of the Club until the first casual vacancy occurring on the Board, nine (9) Elected Directors comprising a President, a Vice President, a Treasurer and six (6) ordinary directors.*
- (b) *from the date of the first casual vacancy occurring on the Board and until the second casual vacancy in the office of an Elected Director occurring on the Board, up to nine (9) Directors comprising:*
 - (i) *eight (8) Elected Directors being a President, a Vice President, a Treasurer and five (5) ordinary directors; and*
 - (ii) *up to one (1) Appointed Director.*
- (c) *from the date of the second casual vacancy in the office of an Elected Director occurring on the Board and thereafter, up to nine (9) Directors comprising:*
 - (i) *up to seven (7) Elected Directors being a President, a Vice President, a Treasurer and four (4) other Elected Directors; and*
 - (ii) *up to two (2) Appointed Directors."*
- (e) **inserting** into Rules 27.2 and 28.1 the word "*Elected*" before the word "*Directors*" where applicable.
- (f) **inserting** into the last sentence of Rule 27.5 the words "*as an Elected Director or Appointed Director*" after the word "*Board*".
- (g) **inserting** into Rules 27.6 and 28.1(d) after the word "*Board*" the words "*as an Elected Director*".
- (h) **deleting** Rule 28.1(aa) and in its place **inserting** the following new Rules 28.1(aa) and (bb):
 - (aa) At the first meeting of the Board held after each Annual General Meeting the Elected Directors shall elect from amongst themselves, the President, the Vice President and the Treasurer. The Elected Directors elected to those positions shall, subject to the terms of this Constitution, hold those positions until the conclusion of the next Annual General Meeting.*
 - (bb) If the office of the President, the Vice President and the Treasurer becomes vacant for any reason, the Elected Directors and any person appointed to fill the vacancy in the office of an Elected Director remaining on the Board shall elect from amongst themselves an Elected Director to fill the vacancy in office."*
- (i) inserting the following new Rule 29 and renumbering the remaining provisions accordingly:
 - "29. APPOINTMENT OF DIRECTORS BY THE BOARD**
 - 29.1 *In accordance with Rules 27.1(b)(ii) and 27.1(c)(ii), and section 30(1)(b1) of the Registered Clubs Act, the Board may, under this Rule 29 appoint up to two (2) persons as Appointed Directors on the Board as would bring the number of directors of the Board to any number less than or equal to nine (9).*
 - 29.2 *A person appointed under Rule 29.1:*
 - (a) *may only be appointed for a term of no more than three (3) years, and*
 - (b) *must be a Life member or financial Full 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 29.1, including re-appointment after the end of that term.*
 - 29.3 *Within 21 days of an appointment being made under Rule 29.1, 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.*

29.4 *An appointment made under Rule 29.1 is not an appointment to a casual vacancy made for the purposes of Rule 36.3.*

29.5 *If the Board elects to make an appointment under Rule 29.1, the appointment must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015."*

(j) **inserting** new Rule 30.17(h) and **renumbering** the remaining provision accordingly:

"(h) the use of social media and other forms of electronic communication by members and guests of members;"

(k) **deleting** from renumbered Rule 31.1 the words "*calendar month*" and in their place **inserting** the word "*Quarter*".

(l) **deleting** renumbered Rule 31.9 and in its place **inserting** the following new Rule 31.9:

"31.9 A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time."

(m) **deleting** from renumbered Rule 35.1(b) the words "*a director*" and in their place **inserting** the words "*an Elected Director*".

(n) **deleting** renumbered Rule 36.3 and in its place **inserting** the following new Rule 36.3:

"36.3 Subject to Rules 27.5 and 27.6, the Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. If the casual vacancy is in the office of an Elected Director, the person so appointed shall hold office in accordance with the triennial rule referred to in Rule 27.2. If the casual vacancy is in the office of an Appointed Director, the Board must comply with the requirements of Rule 29 when filling that vacancy."

(o) **deleting** from renumbered Rule 40.1(d) the words and figures "*forty eight (48) hours*" and in their place **inserting** the words and figure "*seven (7) days*".

(p) BY making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

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 (RCA).
2. Paragraph (a) insert new definitions into the Constitution.
3. Paragraph (b) inserts a new Rule 9.7 which provides the Club with the power to exclude persons from the premises of the Club in accordance with house policies on the responsible service of alcohol and the responsible conduct of gambling (and without the need for disciplinary proceedings in this regard).
4. Paragraph (c) inserts a new Rule 20.2 regarding the use of social media by a member (and guests of members). Rule 20.2 makes clear that members and guests will be regarded as having engaged in conduct prejudicial to the interests of the Club where they use social media and electronic communications to make negative comments and statements about the Club's or any of its facilities, amenities, services, strategies, employees, officers or members.

5. Paragraph (d) to (i) inclusive and paragraph (m) proposes to amend the composition of the Board by reducing the total number of elected directors from nine (9) to seven (7) directors over time and sets out the Club's power to appoint directors in accordance with the Registered Clubs Act.
6. Paragraph (d) proposes for the reduction in the number of directors to take place over time as casual vacancies occur. Upon a casual vacancy occurring (for example, by way of a director resign from office) the Board:
 - (a) will initially reduce from nine (9) elected directors to eight (8) elected directors; and
 - (b) may appoint one "Appointed Director" (as allowed under the Registered Clubs Act).Upon a second vacancy occurring the Board:
 - (a) will reduce from eight (8) elected directors to seven (7) elected directors; and
 - (b) may appoint up to a total of two (2) "Appointed Director" (as allowed under the Registered Clubs Act).
7. Paragraph (h) provides that the Board will continue to elect from amongst themselves the roles of President, Vice President and Treasurer. However, these positions can only be held by an Elected director.
8. Paragraph (i) inserts a new Rule 29 which reflects in the Constitution the Board's legislative power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies).
9. The Registered Clubs Act and Registered Clubs Regulations enable boards of registered clubs to appoint up to two (2) directors (who are not elected by members or appointed by the Board to fill casual vacancies) to the Board.
10. The following applies in relation to Appointed Directors:
 - (a) the Board may appoint up to two persons to the Board and these directors will be in addition to the Elected Directors;
 - (b) the Board is not required to appoint a person(s) to the Board, but it may do so if it wishes provided that the appointment will not result in the total number of board members exceeding the statutory maximum of nine (9) persons;
 - (c) any person appointed by the Board to be a director of the Club only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in the Constitution before being appointed to the Board;
 - (d) if a person is appointed to the Board, the Club must, within twenty-one (21) days of the appointment, display a notice on the Club's noticeboard and website stating:
 - (i) the reasons for the person's appointment, and
 - (ii) the person's relevant skills and qualifications, and
 - (iii) any payments to be made to the person in connection with his or her appointment.
 - (e) The regime allows the Board to identify persons with particular skills, expertise and experience which may be beneficial to the Club and allow the Board to appoint those persons to the Board.
11. For example, if the club was to consider undertaking a construction project in the future and (at that time) the directors didn't have expertise in construction, the regime allows the board to identify and appoint a person(s) with expertise in construction who could provide input as to how to best undertake the project
12. Paragraph (j) inserts a new sub Rule conferring power on the Board to make By-laws regulating the use of social media and other forms of electronic communication by members and guests of members.
13. Paragraph (k) amends Rule 31.1 to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least once every 3 months.

14. Paragraph (l) inserts a new Rule 31.9 relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur provided that the technology gives directors the ability to speak and vote at the meeting in real time.
 15. Paragraph (n) amends Rule 36.3 to clarify that (after the reduction of the Board from nine (9) Elected Directors to seven (7) Elected Directors) if a casual vacancy occurs:
 - (a) in a position of an Elected Director, the Board will have the power to fill that vacancy and the person who fills that vacancy will hold office in accordance with the Triennial Rule; or
 - (b) in a position of an Appointed Director, the Board will have the power to fill that vacancy and the person who fills that vacancy will hold office in accordance with the Appointed Director regime set out in Rule 29.
 16. Paragraph (o) amends Rule 40.1(d) which relates to the reporting requirements of the Club to reflect the requirements of the RCA, and provides that the Board must make the financial statements referred to in paragraph (d) of Rule 40.1 available to members of the Club within seven (7) days of the statements being adopted by the Board (as opposed to within 48 hours).
 17. Paragraph (p) permits any necessary amendments to be made to address any anomaly in rule numbering and cross referencing throughout the Constitution.
-

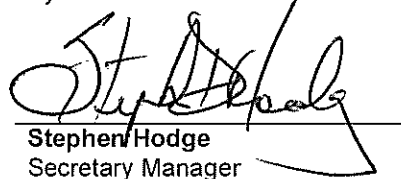
Procedural matters

1. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
 2. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
 3. Under the Club's Constitution only Life members and financial Club members are eligible to vote on the Special Resolution.
 4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
 5. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.
-

Dated:

10th APRIL 2025

By direction of the Board



Stephen Hodge
Secretary Manager