



BATEMANS BAY SOLDIERS CLUB LIMITED
ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Batemens Bay Soldiers Club Limited will be held in the Clubhouse at 11.00AM on Sunday October 27th 2024

By Order of the Board

P.M. Biddlestone Chief Executive Officer

PLEASE NOTE:

Admission will not be gained after 11.15AM

AGENDA

1. Apologies
2. To confirm the minutes of the last Annual General Meeting
3. To receive and consider the Presidents report.
4. To receive and consider the Financial Statement and the Auditors report.
5. To consider the "Ordinary Resolution"
6. To consider the "Special Resolutions"
6. To consider Honorariums.
7. To elect Club Patrons
8. To deal with any other business which the meeting may approve and of which due notice has not been given.
9. Declaration of Ballot

Members Please Note

Members are requested to advise the secretary in writing seven (7) days prior to the date of the Annual General Meeting of any query relating to the financial accounts on which further information may be required. Such information will be extracted from the records and be available at the Annual General meeting.



BATEMANS BAY SOLDIERS CLUB LTD

ACN 001 044 971

NOTICE OF ORDINARY RESOLUTION

To be considered at the Annual General Meeting

NOTICE is hereby given that at the Annual General Meeting of the Batemans Bay Soldiers Club Limited to be held on Sunday October 27th 2024 commencing at the hour of 11AM at the premises of the Club the Members will be asked to consider, and if thought fit pass the following resolution which is proposed as an Ordinary Resolution.

ORDINARY RESOLUTION

That, pursuant to the Registered Clubs ACT the Members hereby approve and agree that Directors of the Club shall be entitled to receive the following benefits during the term commencing from the conclusion of the Annual General Meeting in 2024 and ending with the commencement of the Annual General Meeting in the Triennale term they are drawn in.

- (i) The provision of reasonable refreshments and light supper for Directors at Board meetings.
- (ii) The provision of a uniform being a Club Blazer and associated apparel for the use of Club Directors when attending Board meetings or when representing the Club.
- (iii) The provision for two dinners per annum for Directors and invited guests of the Board of Directors.
- (iv) The reasonable cost of Directors attending the Annual General Meeting of Clubs NSW provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- (v) The reasonable cost of Directors attending regional Clubs NSW meetings, trade displays, seminars and other similar events.
- (vi) The reasonable cost of Directors attending other Registered Clubs for the purpose of viewing or assessing their facilities and their method of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.

NOTES TO MEMBERS

1. In order to be passed the above-mentioned Ordinary Resolution must receive votes from a simple majority of those Members who are in attendance.
2. The Ordinary Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
3. The benefits referred to in the Ordinary Resolution are available only to the elected Directors of the Club and not to the Members generally

SPECIAL RESOLUTION

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

That the Constitution of Batemans Bay Soldiers' Club Limited be amended by:

- (a) **inserting** the following new Rule 3.3:

"A reference to a person being present or participating in a meeting "in person" includes attendance by virtual or electronic means."

- (b) **inserting** the following new Rule 3.4:

"A reference to a notice in writing includes a notice sent electronically or notification of the notice being available being sent electronically."

- (c) **inserting** the following new Rule 9.7

Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to

(a) *implement house polices for the responsible service of liquor and the responsible conduct of gambling;*

(b) *include in those polices measures to assist in the ham minimisation objects;*

(c) *take steps to enforce those policies;.*

(d) *without limiting the generality of Rule 9.7(b), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 20 and 21 shall not apply to any such exclusion.*

- (d) **deleting from** Rule 16.1 the words *provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act*

- (e) **deleting from** Rule 16.3 the words *provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act*

- (f) **inserting** the following new Rule 21A:

"Disciplinary Powers of the Secretary

21A.1 *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:*

(a) *is unbecoming of a member; or*

(b) *is prejudicial to the interests of the Club,*

then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

21A.2 *In respect of any suspension pursuant to Rule 21A.1 the requirements of Rule 20 shall not apply.*

21A.3 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 21A.1, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

- (a) the member has been suspended as a member of the Club; and*
- (b) the period of suspension;*
- (c) the privileges of membership which have been suspended; and*
- (d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 20.*

21A.4 *If a member submits a request under Rule 21A.3(iv):*

- (a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
- (b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.*

21A.5 *The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate)."*

(g) **inserting** the following new Rules 24.5 and 25.6

"24.5 If the Board resolve that a subscription is not required to be paid, the Board may resolve that a member's membership must be renewed by a date determined by the Board.

25.6 Any member who does not renew their membership by the due date for the renewal of such membership shall cease to be entitled to the privileges of membership and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution."

(h) **deleting** Rule 43 and in its place inserting the following new Rule 43

43.1 A notice may be given by the Club to any member either:

- (a) personally;*
- (b) 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;*
- (c) by sending it by any electronic means;*
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) by any other method permitted by the Corporations Act.*

- 43.2 *Where a notice is sent by post to a member in accordance with Rule 43.1, the notice shall be deemed to have been received by the members on the day following that on which the notice was posted.*
- 43.3 *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*
- 43.4 *Where a member is notified of a notice in accordance with Rule 43.1(d), the notice is taken to have been received on the day following that on which the notification was sent.*
- 43.5 *If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.*
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Notes to Members on Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolution also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraph (a)** clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology.
3. **Paragraph (b)** carries that notices in writing can be given electronically.
4. **Paragraph (c)** inserts new provisions which refer to the Club's responsible service of alcohol policy and responsible service of gaming policy and provide that the Club can take action to enforce those polices, including removing persons from the premises, and denying them access to the premises. This reflects a pro active approach to harm minimisation.
5. **Paragraphs (d), (e) and (g)** update the Rules in relation to annual subscriptions to reflect the fact that the Registered Clubs Act no longer contains a minimum subscription.
6. **Paragraph (f)** updates the Constitution in relation to disciplinary proceedings to include new disciplinary powers to be exercised by the Secretary. In summary, they provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board's decision would be in substitution for the Secretary's decision.
7. **Paragraph (h)** updates the Rules in relation to giving notices to members to reflect the current provisions of the Corporations Act.

CLUB PROPERTY

Pursuant to Section 41J (2) of the Registered Clubs Act for the financial year ended June 30th 2024:

a) The following properties are core property of the Club:

1. The licensed premises at Beach Rd Batemans Bay
2. The car park facilities at Flora Cres, Batemans Bay (Excluding the car park facilities declared as non-core property at the Annual General Meeting held in 2008).

b) The following properties are non-core property of the Club:

1. Bay Soldiers Esplanade Motor Inn, at 23 Beach Rd Batemans Bay.
2. Vacant Land at 4 Museum Place Batemans Bay.
3. Baylink Office Building. (3 Flora Crescent)

1. Section 41J(2) of the Registered Clubs Act requires the Annual Report to specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

2. Core property is any real property owned or occupied by the Club that comprises:

(a) the defined premises of the Club, or

(b) any facility provided by the Club for use of its Members and their guests; or

(c) any other property declared by a resolution passed by a majority of the Members present at a General Meeting of Ordinary Members of the Club to be core property of the Club.

3. Non-core property is any other property (other than that referred to above as core property) and any property which is declared by the Members at a General Meeting of Ordinary Members of the Club not to be core property.

4. The significance of the distinction between core property and non-core property is that the Club cannot dispose of any core property unless:

(a) the property has been valued by a registered valuer within the meaning of the Valuers Act 2003; and

(b) the disposal has been approved at General Meeting of the Ordinary Members of the Club at which the majority of the votes cast support the approval;

(c) Any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer.

5. These disposal provisions and what constitutes a disposal for the purposes of section 41J are to some extent modified by regulations made under the Registered Clubs Act and by section 41J itself. For example, the requirements in paragraph 4 above, amongst other things, do not apply to;

☐ Core property that is being leased or licensed for a period not exceeding 10 years on terms that have been the subject of a valuation by a registered valuer; or

☐ Core property that is leased or licensed to a telecommunications provider for the purpose of a telecommunication tower.

6. Non-core property is not subject to the limitations referred to in paragraph 4 and 5 above and can be disposed of without the Club having to follow the procedure referred to in paragraph 4 above.

By Direction of the Board July 2024

P. M Biddlestone
Chief Executive Officer