

Forster Tuncurry Memorial Services Club Limited

ANNUAL GENERAL MEETING

Monday 23rd October 2017

NOTICE TO MEMBERS

Notice is hereby given that the
Annual General Meeting
of the
Forster Tuncurry Memorial Services Club Limited
will be held on club premises
at Club Forster at 5.30 p.m.
on Monday 23rd October, 2017

All Members are invited to attend.

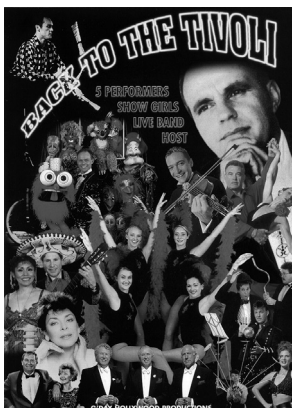
Doors will open at 4.45 p.m. and no admittance
will be permitted after
the commencement of the meeting.

Current membership cards
must be shown to gain admittance.

Food, refreshments and first class entertainment
will follow the meeting.



**** BACK TO THE TIVOLI ****



BACK TO THE TIVOLI is without a doubt one of the most successful touring shows within the industry. The Tivoli has been performing since 1996, with return bookings unmatched by any other touring show in Australia.

Not since the Sydney Tivoli Theatre closed it's door's some fifty years ago, has a variety show captured the imagination of Australian audiences like this production.

Whether it's theatre, club, or entertainment centres, BACK TO THE TIVOLI offers something for everyone who like to be entertained like they haven't been since the demise of the old Sydney Tiv.

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Forster Tuncurry Memorial Services Club Limited will be held on the club premises, 19 Strand Street, Forster at 5.30 p.m. on Monday 23rd October, 2017 for the following purposes:

1. Apologies
2. Confirmation of the Minutes of the Annual General Meeting held 24th October, 2016
3. To receive and adopt the 2017 Annual Report including the Financial Statements for the year ended 30th June, 2017
4. Notice of Ordinary Resolutions:
To consider, and, if thought fit, to pass the following resolutions with such amendment, if any, as shall be determined at the meeting, as an Ordinary Resolution:

Ordinary Resolution 1

That pursuant to the Registered Clubs Act 1976:

1. The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following activities of Directors:
 - (a) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee Meeting on the day of that Meeting where the Meeting corresponds with a normal meal time;
 - (b) (i) Reasonable expenses incurred by Directors in relation to such other activities including entertainment of special guests to the Club;
 - (ii) Expenses involved in attendance at Intra-Club activities, sponsorship of sporting events deemed by the Directors to be of benefit to the Club and/or the community and other promotional activities performed by Directors;
 - (iii) Reasonable costs of Directors attending all functions and activities at the Club deemed by the Directors to be of benefit to the Club;
 - (iv) Reasonable costs for attendance at functions with spouses where appropriate, and required, to represent the Club; with the expenses of any of the aforementioned activities to be approved by the Board before payment is made on the production of receipts, invoices or other proper documentary evidence of such expenditure;
- (c) Reasonable expenses for the provision of a Chairpersons Dinner once a year and on such other occasions as the Board might approve with the persons in attendance to comprise the Directors and their partners and persons chosen by the Chairperson who have supported the club during the relevant year and thereby promoted the success of the club;
- (d) The payment of Directors and Officers insurance cover premiums;
- (e) The Club to provide a uniform for Directors consisting of blazer, tie, trousers/skirt, shirt/blouse, sports jacket and cleaning expense of same;
- (f) That each Director be entitled to a specified parking space in the car park;
- (g) That each Director be entitled to be provided with an electronic device (for example a laptop computer, i-pad, tablet or other similar device) and an electronic storage device (for example a flash drive or portable hard drive);



- (h) That each Director be entitled to be provided with external access to the internet.
2. The members acknowledge that the benefits in paragraph (1) are not available to the members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

Explanatory Note

Pursuant to the requirements of the Registered Clubs Act 1976, the Club is required at each Annual General Meeting to have members approve reasonable expenditure by the Club in relation to duties performed by the Directors.

To be passed, Ordinary Resolution 1 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 1 to the meeting.

Ordinary Resolution 2

That pursuant to the Registered Clubs Act 1976:

- (a) The members hereby approve and agree to reasonable expenditure by the Club for professional development and education of Directors until the next Annual General Meeting being:
- (i) The reasonable cost of directors attending the Australasian Hospitality and Gaming Expo, Australasian Gaming Expo and the Club's NSW Annual General Meeting and Conference;
 - (ii) The reasonable costs 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;
 - (iii) The reasonable costs of Directors attending other clubs or similar types of business for the purpose of observing their facilities and methods of operation;
 - (iv) Attendance at functions with spouses where appropriate, and required, to represent the Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

Explanatory Note

Pursuant to the requirements of the Registered Clubs Act 1976, the Club is required at each Annual General Meeting to have members approve reasonable expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events including Australasian Hospitality and Gaming Expo, Australasian Gaming Expo and Clubs NSW Annual General Meeting and Conference and to visit other clubs to enable the Club's governing body to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.

To be passed, Ordinary Resolution 2 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 2 to the meeting.

Ordinary Resolution 3

Approval of Honoraria for Directors for the year 2016/2017

That pursuant to the Registered Clubs Acts 1976: as amended, the members hereby approve and agree to the members of the Board during the period preceding the next Annual General Meeting receiving Honoraria for the positions named and for the sums referred to below in respect of services rendered to the Club and the members further acknowledge that the Honoraria are not available to members equally but only those members elected to the Board of Directors of the Club:

- i. \$12,000 to the President;
- ii. \$7,000 to the Vice Presidents;
- iii. \$6,000 to each Director.



Explanatory Note

Pursuant to the requirements of the Registered Clubs Act, 1976 the Club is required to have the Honoraria for Directors approved by the members at the Annual General Meeting. The purpose of this resolution is to comply with the requirements of the Registered Clubs Act. The level of Honoraria proposed is the same amount paid last year. To be passed, Ordinary Resolution 3 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 3 to the meeting.

Ordinary Resolution 4

Approval of Honoraria for the Social Bowls Co-ordinator for the year 2017-2018. That pursuant to the Registered Clubs Act 1976, as amended, the members hereby approve and agree to the Social Bowls Co-ordinator receiving a Honoraria of \$7,500 per annum which is to be paid monthly in arrears for services rendered to the Sports Club. If the Social Bowls Co-ordinator only holds this position for part of the year, then the Honoraria shall be paid on a pro-rata basis.

Explanatory Note

The Social Bowls Co-ordinator administers social bowling events at the Sport's Club and is remunerated for such service. The level of Honoraria proposed is increased to \$500 compared to last year. In order for this to occur the Club Limited is required pursuant to the requirements of the Registered Club Act, 1976 to have the Honoraria approved by the members at the Annual General Meeting.

To be passed, Ordinary Resolution 4 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

The Board recommends Ordinary Resolution 4 to the meeting.

5. Notice of Special Resolutions:

To consider and if though fit, pass the following resolutions which are proposed as Special Resolutions.

Special Resolution 1

That the Constitution of Forster Tuncurry Memorial Services Club Limited be amended by:

(a) **inserting** at the beginning of Rule 34(b) the words, "Subject to Rule 34(c),".

(b) **inserting** the following new Rule 34(c) and renumbering the remaining provisions accordingly:

"(c) Without limiting any other provision in this Constitution, a member shall only be entitled to be elected as the President or as a Vice President if the member has been a member of the Board for the two (2) preceding years ("**Eligible Member**"). For the purposes of this clause, "year" shall mean the period between each Annual General Meeting of the Club."

(c) **inserting** the following new Rule 35(c):

"(c) Notwithstanding anything contained in this Constitution, if, at the close of nominations, an Eligible Member (as defined in Rule 34(c)) has not nominated for election to any of the President or Vice President positions, the vacancy shall be a casual vacancy that may be filled by the Board in accordance with Rules 51 and 51A."

(d) **inserting** the following new Rule 51A:

"51A Notwithstanding anything contained in this Constitution, if a casual vacancy arises in respect of the President or Vice President positions, the Board may appoint any member (who is eligible to hold office on the Board) to that casual vacancy (including, for the avoidance of doubt, a member who may not satisfy Rule 34(c))."



Explanatory Note

1. The Special Resolution proposes to amend the eligibility requirements for election as the President or as a Vice President of the Club.
2. The Special Resolution proposes to insert a new qualification which will only permit current directors who have been on the Board for the two (2) preceding years to be elected as the President or as a Vice President.
3. At present, any Life member or financial Ordinary member of the Club is eligible to be elected or appointed to the Board of the Club.
4. The Board recommends the amendment as it will ensure the President and Vice President positions are filled by persons who have served on the Club's Board and are aware of the Club's operations and current strategic plan and position.
5. The Special Resolution contains a "fall-back provision" to cover the circumstances where an eligible member does not stand for election or if a casual vacancy arises in the position of President or Vice President. If an eligible member does not stand for election (or a casual vacancy arises), the vacancy shall be a casual vacancy for the purposes of the Club's Constitution and the Board may appoint any member (who is eligible to hold office on the Board) to the vacant position.
6. To be passed, the Special Resolutions must receive 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 meeting.
7. Amendments to the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
8. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.

Special Resolution 2

That the Constitution of Forster Tuncurry Memorial Services Club Limited be amended by:

That, with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2018 and all annual general meetings thereafter until further amended, the Constitution of Forster-Tuncurry Memorial Services Club Limited be amended by:

- (a) **deleting** from Rule 31B(a) the words "*the two Vice Presidents or in the absence of one or both of the Vice Presidents then to such other director or directors*" and in their place inserting the words "*at least two (2) other members of the Board*".
- (b) **deleting** Rule 34(a) and in its place inserting the following new Rule 34(a):
"The business and affairs of the Club shall be managed by a Board of seven (7) directors consisting of a President, a Vice President and five (5) ordinary directors."



- (c) **deleting** from Rule 40 the words "a Vice President" and "five (5)" and in their place inserting the words "the Vice President" and "a majority of" respectively.
- (d) **deleting** from Rule 63 the words "a Vice President will take the chair and if both Vice-Presidents are unwilling or unable" and in their place **inserting** the words "the Vice President will take the chair and if the Vice President is unwilling or unable".

Explanatory Note

1. The Second Special Resolution proposes to amend the composition of the Club's Board of Directors by removing one Vice President position and one Ordinary Director position, with effect from and for the purposes of the Annual General Meeting of the Club to be held in 2018.
2. The Board currently consists of nine (9) directors comprising a President, two (2) Vice Presidents and six (6) Ordinary Directors.
3. If the Second Special Resolution is passed:
 - (a) the Board will consist of seven (7) directors comprising a President, Vice President and five (5) Ordinary Directors; and
 - (b) the amendments will take effect from and for the purposes of the Annual General Meeting to be held in 2018.
4. The Board does not recommend Special Resolution 2 to the meeting.

Special Resolution 3

That the Constitution of Forster-Tuncurry Memorial Services Club Limited be amended by:

If the Second Special Resolution is passed

deleting Rule 34(b) and in its place inserting the following new Rule 34(b):

- "(b) (i) Only financial Ordinary members and Honorary Life members shall be eligible to be elected or appointed to hold office on the Board of Directors.*
- (ii) As soon as practicable after the Biennial General Meeting, the Board shall elect the President and Vice President from among their number and such directors shall hold the office until the conclusion of the following Biennial General Meeting."*

Explanatory Note

1. The Third Special Resolution contains two (2) versions. The version of the Third Special Resolution that will be considered and voted on will depend on whether or not the Second Special Resolution is passed.
2. The Third Special Resolution proposes to insert a new provision relating to the election of the President and Vice President positions.
3. The Club's Constitution currently does not contain any provision relating to the election of the President and the two (2) Vice Presidents. However, the current practice of the Club is that members directly elect the President and the two (2) Vice Presidents.



4. If the Second Special Resolution and Third Special Resolution are both passed, the Board of Directors will elect the President and Vice President from among their number as soon as practicable after each Biennial General Meeting (that is, the Annual General Meeting at which the Board is elected).
5. If the Second Special Resolution is not passed but the Third Special Resolution is passed, the Board of Directors will elect the President and two (2) Vice Presidents from among their number as soon as practicable after each Biennial General Meeting (that is, the Annual General Meeting at which the Board is elected).
6. The persons who are elected as President or Vice President will hold that position for two (2) years.
7. The Board does not recommend Special Resolution 3 to the meeting.
6. Any other business of which due notice has been given
7. Close.

NOTICE TO MEMBERS

In accordance with the Corporations Act and for Companies Limited by Guarantee, the Company is no longer required to send a copy of the Annual Financial Report to every member, only to those who elect to receive a copy either in hard or digital format (via email).

Any member electing to receive a copy of the Annual Financial Report must do so in writing, requesting a hard or digital copy from the Chief Executive Officer, by Friday 15th September, 2017, supplying their email address, if a digital copy is requested. The election by a member to receive a copy of the Annual Financial Report will be a standing election for future financial years.

Alternatively, members may download copies of the Annual Financial Report and last years Annual General Meeting minutes from the Club's website at www.clubforster.com.au, which will be available for download on or after 18th September, 2017.

Members requiring clarification of any matter appertaining to the Annual Report are requested to give your question in writing to the Chief Executive Officer no later than Wednesday 18th October, 2017, so that your query can be fully considered and answered at the meeting.

Dated 22nd August, 2017

By Direction of the Board

P. V. Clarke FCPA
Chief Executive Officer/Company Secretary



- NOTES -