

# Muswellbrook & District Workers Club Ltd

MUSWELLBROOK  
& DISTRICT *Workers* CLUB  
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## **Agenda for the Annual General Meeting to be held at 9.00am on Sunday 27th September 2020**

26 August 2020

- 1 Declare Meeting Open /Welcome & Introductions
- 2 Members Present (Please sign attendance book)
- 3 Apologies
- 4 In Remembrance
- 5 Minutes of previous meeting (29th September 2019)
- 6 President's Report
- 7 General Manager's Report
- 8 Auditor's Report & Financial Statements (Copies of these reports are available on the club's website (theodeum.com.au) or on request at the club's reception).
- 9 Notices of Motions - Ordinary Resolutions
- 10 Notice of Special Resolution

### **Item 1**

- (a) The Members hereby approve expenditure by the Club not exceeding \$5000.00 until the Annual General Meeting in 2021 for the following expenses subject to approval by the Board of Directors.
  - i. The cost of meals and beverages for each Director at a reasonable time before or after a Board or Committee meeting, on the day of that meeting.
  - ii. Reasonable expenses incurred by Directors. either within the Club or elsewhere. in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board. on production of documentary evidence of such expenditure.
- (b) The Members acknowledge that the benefit in paragraph (a) is not available to Members generally, but only for those who are Directors of the Club.

### **Item 2**

- (a) The Members hereby approve expenditure by the Club not exceeding \$10,000.00 until the Annual General Meeting 2021 for professional development and education of Directors over the following twelve months. including:
  - i. The reasonable cost of Directors attending the Clubs NSW Annual General Meeting.
  - ii. The reasonable cost of Directors attending meetings of other Associations of which the Club is a Member.

## (continued)

- iii. The reasonable cost of Directors attending seminars, lectures, trade shows/displays, organised study tours and similar events as may be determined by the Board from time to time.
  - iv. The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
  - v. 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 for those who are Directors of the Club.

### **Item 3**

- (a) The Members approve expenditure by the Club until the Annual General Meeting in 2021 for an honorarium of \$2,740.00 per Director.
- i. The honorariums referred to in paragraph (a) be paid by equal monthly downloads onto the Membership card of the Directors receiving the honorariums at the approval of the Board.
- (b) The Members acknowledge that the benefits in paragraph (a) and (b) above are not available to Members generally but only those who are Directors of the Club.

### **Notes**

- a) To be passed each Ordinary Resolution must receive votes from a simple majority of those Members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
  - b) Life Members and Financial Members are eligible to vote on each of the Ordinary Resolutions.
  - c) Under the Registered Clubs Act Members who are employees of the Club are not eligible to vote.
  - d) Proxy voting is prohibited by the Registered Clubs Act.
  - e) Each of the Ordinary Resolutions has been proposed by the Board.
- 11 Election of Patrons  
Jessie Dial  
Neville Hughes
- 12 General Business
- 13 Declaration of Poll and announce the new members of the Board for the ensuing year.
- 14 The members agree that all ballot papers used for the election of 2020/2021 Muswellbrook & District Workers Club Ltd Board of Directors be destroyed by the returning officers.
- 15 Closing Remarks
- 16 Meeting Close

All business and notices of motion to be dealt with at the Annual General Meeting shall be handed to the Secretary at least twenty-eight (28) days prior to the date of such meeting.

# MUSWELLBROOK AND DISTRICT WORKERS CLUB LIMITED

ACN 001 052 526

## NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

**NOTICE** is hereby given that at the Annual General Meeting of **MUSWELLBROOK AND DISTRICT WORKERS CLUB LIMITED** to be held on **Sunday 27th September 2020** at **9:00am**, the members will be asked to consider and if thought fit pass the Special Resolution below:

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### PROCEDURAL MATTERS

1. To be passed, the Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so in person vote on the Special Resolution at the meeting.
  2. Life members and financial Club members can vote on the Special Resolution.
  3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
  4. The Board recommends the Special Resolution to members.
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### SPECIAL RESOLUTION

That the Constitution of Muswellbrook and District Workers Club Limited be amended by:

- (a) **deleting** from Rule 4.1(h) the words "*or other officer or officers to hold the said Certificate of Registration License or Licenses on behalf of the Club*".
- (b) **inserting** at the end of Rule 4.1(o) the words "*subject to the requirements of the Liquor Act and Registered Clubs Act*".
- (c) **deleting** Rule 10.1 and **inserting** the following new Rule 10.1:  
"10.1 Deleted".
- (d) **inserting** the following new Rule 12.5:  
"*(e) The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.*"
- (e) **deleting** from Rule 18.1(b) the words "*Sections 31(1)(b) and 31(1) (b1)*" and **inserting** the words "*Section 31(1)(b)*".
- (f) **deleting** Rule 19 and **inserting** the following new Rule 19:  
**"19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS"**  
19.1 *Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.*
- (g) **inserting** into Rule 23.1(g) the words "*by law*" after the words "*conditions of its club licence.*".
- (h) **inserting** the following new Rule 27.6:  
"27.6 *Subject to any exemptions which may apply, any person who is elected or appointed to the Board must complete the mandatory training requirements for directors as prescribed by the Registered Clubs Regulation*".
- (i) **inserting** the following new Rule 30.10:  
"30.11 *In addition to Rule 30.10, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and each director agrees to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her reply email agreeing to the proposed resolution.*"
- (j) **deleting** Rules 31 to 33 inclusive and **inserting** the following new Rules 31 to 33 inclusive:  
**"31. MATERIAL PERSONAL INTERESTS OF DIRECTORS"**  
31.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:*
  - (a) *declare the nature of the interest at a meeting of the Board; and*
  - (b) *comply with Rule 31.2.*

31.2 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (a) must not vote on the matter; and
- (b) must not be present while the matter is being considered at the meeting.

### 32. REGISTERED CLUBS ACCOUNTABILITY CODE

32.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 32.

32.2 For the purposes of this Rule 32, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

#### **CONTRACTS WITH TOP EXECUTIVES**

32.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

- (a) the top executive’s terms of employment; and
- (b) the roles and responsibilities of the top executive;
- (c) the remuneration (including fees for service) of the top executive;
- (d) the termination of the top executive’s employment.

32.4 Contracts of employment with top executives:

- (a) will not have any effect until they are approved by the Board; and
- (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

32.5 Subject to any restrictions contained in the Registered Clubs Act and Rule 32, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

32.6 A “pecuniary interest” in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

32.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

- (a) the Secretary or a manager; or
- (b) any close relative of the Secretary or a manager;
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

#### **LOANS TO DIRECTORS AND EMPLOYEES**

32.8 The Club must not:

- (a) lend money to a director of the Club; and
- (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

#### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

32.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

32.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person’s employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

32.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;

- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;
- (e) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 32.

### **TRAINING DISCLOSURES**

32.12 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.

32.13 The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

### **PROVISION OF INFORMATION TO MEMBERS**

32.14 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

### **33. INTENTIONALLY DELETED”.**

(k) **inserting** the following new Rule 35.1(h):

*“(h) fails to complete the mandatory training for directors referred to in Rule 27.6 (unless exempted from doing so).*

(l) **deleting** Rule 36.4(a) and **inserting** the following new Rule 36.4(a):

*“(a) The Board must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting”.*

(m) **inserting** the following new Rules 36.39 and 36.40.

*“36.39 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement of the meeting or the validity of any resolution passed at a postponed meeting. However, this Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*

*“36.40 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.”*

(n) **deleting** Rule 39.3 and **inserting** the following new Rule 39.3:

*“39.3 The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.”*

(o) **deleting** Rules 44.1 and 44.2 and **inserting** the following new Rules 44.1 to 44.5 inclusive:

*“44.1 A notice may be given by the Club to any member either:*

- (a) personally; or
- (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 to the electronic address (if any) nominated by the member;
- (d) by notifying the member in accordance with Rule 44.2 (in the case of notices of general meetings (including Annual General Meetings) only).

44.2 If the member nominates:

- (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and



(b) an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

(c) that the notice of meeting is available; and

(d) how the member may use the nominated access means to access the notice of meeting.

44.3 Where a notice is sent by post to a member in accordance with Rule 44.1 the notice shall be deemed to have been received by the members:

(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

44.4 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

44.5 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 44.2, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available."

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### 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 the *Corporations Act*, *Liquor Act* and *Registered Clubs Act*.
2. **Paragraphs (a) and (b)** slightly amend the objects of the Club to bring them into line with the *Liquor Act* and *Registered Clubs Act*.
3. **Paragraph (c)** deletes a provision that is no longer required because the *Registered Clubs Act* no longer prescribes a maximum number of members for registered clubs.
4. **Paragraph (d)** clarifies that the membership of any Provisional member can be terminated at any time without notice and without having to provide any reason.
5. **Paragraph (e)** amends a cross reference to the *Registered Clubs Act*.
6. **Paragraph (f)** clarifies that members must advise the Secretary of changes to their contact details.
7. **Paragraph (g)** clarifies that the Club can remove a person from the Club's premises if it is legally required to do so.
8. **Paragraph (h)** clarifies that any person who is elected or appointed to the Board must complete the mandatory director training as prescribed by the *Registered Clubs Regulation*.
9. **Paragraph (i)** clarifies that a board resolution can be passed by way of email. This reflects the *Corporations Act*.
10. **Paragraph (j)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the *Corporations Act* and the *Registered Clubs Act*.
11. **Paragraph (k)** clarifies that a person will cease to be a director of the Club if he or she fails to complete the mandatory director training within the period prescribed by the *Registered Clubs Regulation* (unless exempted from doing so).
12. **Paragraphs (l) and (m)** amend existing provisions relating to general meetings to bring the Constitution into line with the *Corporations Act*.
13. **Paragraph (n)** amends existing provisions relating to reporting to members to bring the Constitution into line with the *Corporations Act*.
14. **Paragraph (o)** amends existing provisions relating to notices to members to bring the Constitution into line with the *Corporations Act*.

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**Dated: Wednesday 26th August 2020**

**For and on behalf of the Board of Directors**



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**Denis Lane**  
**General Manager**