

ST MARYS DIGGERS & BAND CLUB LIMITED

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of ST MARYS DIGGERS & BAND CLUB LIMITED (ABN: 14 000 589 060) will be held at the St Marys Diggers Club premises, cnr Mamre Road & Hall Street, St Marys, New South Wales on **Sunday 20 October 2024 at 10.00 a.m.**

BUSINESS

1. Apologies
2. Confirmation of minutes of 2023 Annual General Meeting held on Sunday 15 October 2023.
3. Officers' Reports.
4. Presentation and consideration of the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2024.
5. To consider and if thought fit pass the Ordinary Resolution (as below in this Notice).
6. To consider and if thought fit pass the Special Resolutions to amend the Constitution of the Club (as below in this Notice).
7. Discussion and Recommendations to the Board.
8. Correspondence.
9. General Business.
10. Election of Board of Directors 2024/2026.
11. Destruction of Ballot Papers Election of 2024/2026 Board of Directors.

You must register your attendance at the Annual General Meeting at Reception by 5.00 p.m. Sunday 13 October 2024, or by email to janet@smdbc.com.au

QUESTIONS REGARDING REPORTS

Members who have questions in relation to the reports referred to in Item 4 of the Business (which will be available on *Friday 27 September 2024* at www.smdbc.com.au or on request via email or post), are requested to submit them to the Chief Executive Officer in writing **by 5.00 p.m. Wednesday 9 October 2024**. This will allow sufficient time for information to be gathered or research to be undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting. This does not prevent members from asking questions at the Annual General Meeting without notice, but it may be that answers to such questions cannot be given at the meeting itself.

PROCEDURAL MATTERS FOR ORDINARY RESOLUTION

1. To be passed, an Ordinary Resolution requires votes from not less than a majority (50% + 1) of those members, who being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
2. Only financial Sub Branch members, financial Associate members, financial Band Club members and Life members are entitled to vote on the Resolution.
3. The *Registered Clubs Act* prohibits proxy voting and it also prohibits members who are employees of the Club from voting.
4. The Board of the Club requests that members vote in favour of the Resolution.

ORDINARY RESOLUTION

That, pursuant to the *Registered Clubs Act*, the members:

1. approve and agree to expenditure of the Club until the next Annual General Meeting for the following:
 - (a) the reasonable cost of a meal and refreshments associated with each Board meeting of the Club where the meeting corresponds with a normal meal time;
 - (b) the provision of blazers and associated apparel for the use of Club Directors when representing the Club.
 - (c) reimbursement of reasonable expenses incurred by Directors in travelling to and from Directors' meetings or to other meetings, including seminars, lectures, trade displays or similar, as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure, as well as the reasonable cost of Directors attending the ClubsNSW Annual General Meeting, Trade Show and Conference.
 - (d) an end of year function to be held, to be attended by Directors and their spouses/partners without charge, the cost of such function not to exceed \$5,500.00 (inclusive of GST).
 - (e) the reasonable cost of Directors attending other registered clubs for viewing and assessing their facilities and the methods of operation provided such attendance is approved by the Board as being necessary for the betterment of the Club.
 - (f) the reasonable cost of Directors undertaking training as required by the Registered Clubs Act and Regulations.
 - (g) the reasonable cost to the Club of providing Directors with iPads or similar devices for Directors' use at Board meetings and other purposes related to their duties as Directors.

Notes to Members in relation to the Ordinary Resolution

1. The Ordinary Resolution proposes for members to approve:
 - (a) the Club undertaking the expenditure set out in paragraph 1 of the Ordinary Resolution; and
 - (b) the Directors receiving certain benefits which are not available to all members.
 2. The benefits are much the same as those approved last year and previous years.
-

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a 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.
2. Under the Club's Constitution only financial Sub Branch Members, financial Associate members, financial Band Club members and Life members are eligible to vote on the Special Resolutions.
3. Amendments to a 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 a 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 each of the Special Resolutions as they will keep the Club's Constitution current with relevant legislation and best practice for clubs.

SPECIAL RESOLUTIONS

FIRST SPECIAL RESOLUTION

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

That the Constitution of St Marys Diggers and Band Club Limited be amended by **deleting** Articles 8 to 11 inclusive and in their place **inserting** the following new Articles:

- "8. Persons wishing to join the Club must make an application for membership of the Club in accordance with Article 9 and Article 10, either in hard copy or online by using electronic means in such manner as may be determined by the Board by By-law from time to time.
9. Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (a) the full name of the applicant; and
 - (b) the address of the applicant;
 - (c) email address of the applicant;
 - (d) the telephone number of the applicant;
 - (e) the date of birth of the applicant;
 - (f) a statement to the effect that the applicant agrees to be bound by and comply with the Constitution and By-laws of the Club and any other determination, resolution or policy which may be made or passed by the Board;
 - (g) the signature of the applicant and, in the case of a Junior Bowling member, the signature of the parent or guardian of the applicant consenting to the applicant becoming a Junior Bowling member and participating in the bowling activities of the Club;
 - (h) such other particulars as may be prescribed by the Board from time to time.
10. Every form of application for membership, either in hard copy or electronically, shall be accompanied by:
- (a) the joining fee (if any) and the appropriate subscription (if any); and
 - (b) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
 - (c) The identity of each applicant for membership will be verified using such systems as may be determined by the Board from time to time. Any applicant whose identity cannot be verified will not be admitted to membership and their application will be rejected.
 - (d) An applicant for membership whose identity has been verified and who has paid the joining fee (if any) and the appropriate subscription (if any) for the class of membership applied for may initially be admitted as a Provisional member.
11. The full name of each applicant for membership whether it is in hard form or created electronically shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 11A. An interval of at least fourteen (14) days shall elapse between the Club's receipt of the application for membership of a person and the election of that person to membership of the Club."

Notes to Members on First Special Resolution

1. If passed, the First Special Resolution will change the procedure for admission to membership of the Club.
2. No longer will an applicant for membership be required to be proposed and seconded by other members.
3. Also, applications for membership can be made online electronically or in hard copy.
4. In either case, an identification document needs to be provided, such as a drivers licence or passport. The identity of each applicant for membership will need to be verified. The system for determining this will be set by the Board from time to time and could include facial recognition.

SECOND SPECIAL RESOLUTION

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

That the Constitution of St Marys Diggers and Band Club Limited be amended by inserting the following new Article 15A and heading "Provisional Members":

"15A. PROVISIONAL MEMBERS

15A.1 A person in respect of whom:

- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
- (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,
- (c) whose identity has been verified using such systems as determined by the Board from time to time,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club or for six (6) weeks, whichever is the sooner.

15A.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club:

- (a) that person shall cease to be a Provisional member of the Club; and
- (a) the joining fee (if any) and subscription (if any) submitted with the nomination shall be returned to that person.

15A.3 Provisional members are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

15A.4 Provisional members are not entitled to:

- (a) attend or vote at general meetings of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

15A.5 *The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises or terminate the membership of a 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 any annual subscription paid by the person when applying for membership of the Club."*

Notes to Members on Second Special Resolution

1. If passed, the Second Special Resolution will formally provide for applicants for membership to be admitted as Provisional members, pending the Board's decision on their application or for 6 weeks whichever is the sooner.

- Provisional members can use the social and sporting facilities of the Club as determined by the Board from time to time and can introduce guests but otherwise do not have any rights to attend meetings, vote or otherwise involve themselves in the governance or administration of the Club.
 - Provisional membership is permitted by the Registered Clubs Act.
-

THIRD SPECIAL RESOLUTION

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

That the Constitution of St Marys Diggers and Band Club Limited be amended by **inserting** after the words "Entrance Fee and Subscription" the words "in either case if any" and by **deleting** Article 29 and in its place **inserting** the following new Article 29:

- "29. (a) The Board shall determine the joining fee, subscriptions, levies and other payments (in each case if any) payable by members of the Club;
- (b) The Board may from time to time determine that subscriptions (if any) are payable by monthly, quarterly or half yearly instalments, in advance or for more than one year in advance."
-

Notes to Members on Third Special Resolution

- If passed, the Third Special Resolution will give the Board the right to determine joining fees, subscriptions, levies and other payments. This includes the option which is now available to the Board of not charging annual subscriptions.
 - The Registered Clubs Act was amended some time ago to no longer require subscriptions or to impose a minimum subscription on members, thereby leaving these matters entirely to the Club and in this case, for the Board to determine.
-

FOURTH SPECIAL RESOLUTION

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

That the Constitution of St Marys Diggers and Band Club Limited be amended by:

- (a) **deleting** paragraph (f) of Article 36 and in its place **insert**:
- "(f) Deleted."
- (b) **inserting** after Article 59 the following new Article 59A:
- "59A. At any time there shall be one (1) Secretary of the Club who shall be appointed by the Board and who, in accordance with the Registered Clubs Act, shall be the chief executive officer of the Club."
-

Notes to Members on Fourth Special Resolution

- If passed, the Fourth Special Resolution deletes a provision which is internally unworkable but in any event, unnecessary.
 - Also, for the first time the Fourth Special Resolution formally recognises the position of the Secretary of the Club who, under the Registered Clubs Act, is the Chief Executive Officer of the Club and as well as being appointed by the Board must also be approved by Liquor & Gaming NSW.
-

FIFTH SPECIAL RESOLUTION

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

That the Constitution of St Marys Diggers and Band Club Limited be amended by:

- (a) **inserting** after subparagraph (d)(iii) of Article 34A the following additional subparagraphs:
- "(iv) does not have a Director Identification Number;

(v) *who does not provide a Director Identification Number to the Club on or before the close of nominations or the proposed date of appointment of that member to office on the Board of the Club.*

(b) **inserting** in Article 1.1 below the definition of "The Board" the following new definition:

"Director Identification Number" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club."

Notes to Members on Fifth Special Resolution

1. If passed, the Fifth Special Resolution provides that every candidate for election to the Board or appointment to the Board must have a Director Identification Number.
2. The Corporations Act was amended some years ago to require every director of a company, including clubs, to have a Director Identification Number. It is a reasonably straightforward process to obtain a Director Identification Number online.

SIXTH SPECIAL RESOLUTION

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

That the Constitution of St Marys Diggers and Band Club Limited be amended by **inserting** after paragraph (d) of Article 34A the following new paragraphs (e), (f) and (g):

- "(e) *For the purposes of the election of the Board held in 2026 and thereafter, a member who at the close of nominations is not then a Director shall not be eligible to be nominated or elected or appointed to the Board unless the member has attended a pre-nomination information session conducted by the Club for members who wish to be candidate for election or appointment as Directors of the Club.*
- (f) *If the pre-nomination session referred to in paragraph (e) takes place after nominations have closed, and a candidate does not attend the session, the candidate shall no longer be eligible for election to the Board and the candidate's name shall be removed from the ballot.*
- (g) *A member who is appointed to fill a casual vacancy on the Board must attend the first pre-nomination session conducted after their appointment and if the member fails to attend, the appointment will be automatically vacated.*"

Notes to Members on Sixth Special Resolution

1. If passed, the Sixth Special Resolution provides that in relation to the election of the Board in 2026 and thereafter, all candidates for election to the Board who are not already directors, must attend a pre-nomination information session conducted by the Club.
2. If a candidate fails to attend a pre-nomination information session then he or she will not be eligible to stand in the election and shall be removed from the ballot.
3. A member who is appointed to fill a casual vacancy on the Board must attend the first pre-nomination session conducted after their appointment.

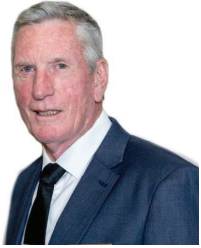
Dated: 23 September 2024

By direction of the Board



Marlene Shipley
CHIEF EXECUTIVE OFFICER

CURRENT DIRECTORS OF ST MARYS DIGGERS & BAND CLUB LIMITED



ROSS FRANKLYN-SMITH – President

I am currently President of the Diggers & Band Club and have previously served on various Board Committees, including the Pipes and Drums.

My approach has been to help facilitate the objectives and strategic planning of the Club moving forward into the future for the benefit of our members and the community.

Through the Board, Management and Staff I look forward to these exciting times with the ongoing future development of both the Diggers and Band Club sites. I thank you all for your continuing support.



GEORGE McGIVERN – Senior Vice President

It has been my honour to have been a member of the Board for the past 6 years.

In that time, I have been a member of several committees, such as Executive, Remuneration, Catering and Building.

I have been delighted to be able to work with my fellow Directors to unleash the many changes that have occurred within our venues and am looking forward to the next stages to continue to provide the very best experience for our members and guests.

There are exciting times ahead, and I look forward to being part of that.



KAREN CASSEL – Junior Vice President

I have been on the Board of St Marys Diggers & Band Club for 14 years, and I am also a Life Member of the Club.

The future of the Club and for our community is exciting, in that the club will continue to make a positive difference in the lives of our members and community in the heart of Western Sydney.

In moving forward with the refurbishment of the Diggers Club site, we will be providing an exciting destination for our members and their guests. I am passionate about the Club within our community.



BRETT GREENOW – Director

As a Director, I have worked with the Board to upgrade facilities at the Diggers Club and to make the Club better and stronger for the long term.

The Diggers & Band Club is an efficiently managed Club that is in a sound financial position. The core of the Club and our reason for being remains our members. For that reason, I work tirelessly as a member of the Board to deliver a comfortable Club environment with modern services and facilities that meet the needs of our current and future members – making our Club the place you'd rather be.



ANDY WARD – Director

I have held membership of the Band Club and the RSL (Diggers) for going on forty years and have served on the Board for the last six years.

There is still more to be done in achieving our goals.

I thank you for your support in the past, and I look forward to continuing to serve the members and give you a Club you can be proud of at St Marys Diggers & Band Club.



BOB HIGGINS – Director

I have lived in this community for the last 40 years and have been a member of the Club (and the former RSL) for about 38 of those years. I am currently serving my first term as a Director of the Diggers & Band Club. I was also a Director of the RSL when we proceeded with the amalgamation with the Band Club.

I am retired and able to commit the time and effort necessary to properly fulfill my obligations as a Director. My primary focus in this role is to ensure the members are provided with first class affordable facilities for their dining and entertainment needs, together with a desire to foster and support in-house (Bowls) and community sport.

The presence of an ethical, committed and dedicated Board, to support our talented and professional Club Management Team, is vital to the achievement of these aims.



LEE-ANN TAYLOR – Director

I have been associated with the St Marys RSL Club for over 20 years. During that time, I was Hon Secretary, then President, of the Sub Branch when the Sub Branch owned the Club. I assisted in the process and completion of the sale of the Club to the Club Limited.

For the last 8 years I have been honoured to serve as a Director of the Club. I was also the President during the amalgamation with the Band Club up until February 2020, when I became Senior Vice President. I have continued as a Director since November 2020.

I and the Board have worked tirelessly during this time to improve and grow the Club. Exciting times are upon us, and I hope to have the chance to continue to work towards making our new Club “the place to be” for the benefit of our valued members.



UWE SCHOENHERR – Director

I have been a member of both the Diggers and Band Club for many years. I served 12 years as Director of the RSL & 2 years as Club President of the RSL. I have been a Director of the Diggers & Band Club for the past four (4) years.

I see a bright future for the Club in the local community.



SAM VECCHIO – Director

I am currently a Board member of the Diggers & Band Club. I have been a Board member for the last 8 years, 3 years with St Marys RSL Board and 5 years on the current Board of the St Marys Diggers & Band Club. I am very honoured to have been involved in the negotiations for the amalgamation of the two Clubs.

My objective is to maintain the traditions of our Club and to further develop the Club's facilities for our members and staff whilst continuing the Club's support of the local community.

With the members' support I will continue to build upon the great foundations that the Board has laid to ensure that we provide the best in Club facilities and member services, and also continue the traditions of this great Club in making it an exciting and enjoyable destination we can all be proud of. I will be an honest representative of the Members and will always act in the best interests of the Members and the Club.