

Notice of Annual General Meeting

CASTLE HILL R.S.L. CLUB LIMITED
ACN 001 043 910

Notice is hereby given that the Annual General Meeting of the Castle Hill R.S.L. Club Limited ACN 001 043 910 (Club) will be held in the Phoenix Room of the Club's premises at 77 Castle Street, Castle Hill at 8:00pm

TUESDAY 27TH OCTOBER, 2020

BUSINESS

1. Apologies.
2. To receive and confirm the minutes of the previous Annual General Meeting held on Tuesday 29th October 2019.
3. To receive and consider the financial accounts for the year ended 30 June 2020 together with the Director's report, Director's statement and Auditor's report thereon. Specific questions relating to the financial accounts must be received not less than 48 hours prior to the meeting.
4. To consider, and if thought fit, to pass the Ordinary Resolutions set out under the heading "Ordinary Resolutions".
5. To consider and if thought fit, to pass the Special Resolutions set out under the heading "Special Resolutions".
6. For the purposes of clause 4(4) of the *Registered Clubs Regulation 2015* (NSW), the Chairman will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months.
7. To consider and if thought fit, pass an ordinary resolution for the purposes of Rule 41 of the Club's Constitution confirming the following existing holders of the office of Patron of the Castle Hill RSL Group/Club will be returned, namely:
 - (a) The Federal Member for Mitchell for the duration of the office;
 - (b) The State Member for Castle Hill for the duration of office;
 - (c) The State Member for Hawkesbury for the duration of the office;
 - (d) The Mayor of the Hills Shire Council for the duration of office.
8. To consider and if thought fit, pass an ordinary resolution for the purposes of Rule 41 of the Club's Constitution confirming the following existing holders of the office of Patron of the Castle Hill RSL Group/Club will be returned, namely:
 - (a) State Member for Parramatta for the duration of office;
 - (b) Federal Member for Parramatta for the duration of office;
 - (c) Lord Mayor of Parramatta for the duration of office; and
9. To declare the results of the 2020 election of the Board.
10. Any other business of which due notice has been given.

Please direct any questions about the Special Resolutions to the Group Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

The 2020 Castle Hill RSL Group Annual Report, including details of resolutions and explanations, is available online at www.chrg.com.au.

Ordinary Resolutions

Members will be asked to consider, and if thought fit, to pass the following resolutions, which are proposed as Ordinary Resolutions:

ORDINARY RESOLUTION NO. 1

"(a) That until the next Annual General Meeting, pursuant to the provisions of the *Corporations Act 2001* (Cth) and section 10(6)(b) of the *Registered Clubs Act 1976* (NSW), the members authorise the payment from the Club's funds of a total sum not exceeding \$144,600 (excluding any Goods and Services Tax) as honoraria, this amount is to include all superannuation guarantee levy payments entitled to be paid to the eligible Directors in accordance with the law, such sum being distributed amongst the members of the Board as follows:

(i) As to the President: \$18,200 Honorarium

(ii) As to each of the Vice Presidents, Treasurer and Directors
\$15,800 Honorarium

(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."

ORDINARY RESOLUTION NO. 2

"(a) That until the next Annual General Meeting, pursuant to the provisions of the *Corporations Act 2001* (Cth) and sections 10(6)(d) and 10(6A) of the *Registered Clubs Act 1976* (NSW), the members hereby approve and agree to the expenditure by the Club of a sum not exceeding \$90,000 (excluding any Goods and Services Tax) for the professional development and education of any Director, as the Directors shall by resolution approve where such sum is:

(i) applied in or towards the reasonable cost of food, travel, accommodation, registration fees or subscriptions incurred in attending such trade shows or displays, seminars, conferences, meetings, or visiting the premises of other registered clubs, gaming venues

and hospitality venues to view or assess their facilities or operational systems, domestically and/or abroad; and

(ii) approved by resolution of Directors as being reasonably incurred for the betterment of the Club.

(b) The members acknowledge that the benefits in paragraphs (a) above are not available to members generally but only for those who are Directors of the Club and those persons who are members of the Club and directly involved in the above activities."

ORDINARY RESOLUTION NO. 3

"(a) That until the next Annual General Meeting, pursuant to the sections 10(6)(b), 10(6)(d) and 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve the continuation of, and the provision of, the following rights and benefits to Directors, and such other persons if those persons are members of the Club at the relevant time, as from time to time the Directors shall authorise or approve:

(i) the provision of designated/reserved car parking spaces for the exclusive use of Directors, including Life Members, disabled persons (being members or guests of members), or such other persons as the Directors may, by resolution, from time to time authorise;

(ii) each member of the Board be provided with the necessary tools of trade to professionally facilitate their roles and responsibilities as a Director;

(iii) the use and enjoyment of the Club Boardroom and Bar therein for Directors and to entertain guests of the Club in such Boardroom and that all beverages served therein be at the Club's expense;

Ordinary Resolutions

- (iv) the right to provide any member elected as a Life Member in accordance with the Club's Constitution, with a Club blazer upon their election to Life membership;
- (v) the provision from Club funds of the reasonable cost of providing for each Director a Club uniform, blazer, tie and Club formal wear to be worn at Club functions and whilst attending to or carrying out any duties in relation to the Club whether at the premises of the Club or elsewhere;
- (vi) the provision from Club funds of the reasonable cost of Directors attending, at the Club or elsewhere as representatives of the Club, such community, charity, special functions or occasions as the Board shall from time to time authorise and determine as being reasonably incurred in the course of their respective duties in relation to the Club;
- (vii) the provision from Club funds of tickets to be issued without charge and for the reasonable expenditure on provision of food and beverages provided to Directors and their guests (which expression shall include a Club member and a partner), where the Directors and their guests attend the Club in any function room including the Boardroom for any ANZAC Day celebrations or any other purposes in relation to the Club as the Directors shall, by resolution, approve upon production of such documentary evidence as the Directors deem sufficient in support of such expenditure being reasonably incurred in relation to the Club;
- (viii) the provision from Club funds of the reasonable expenditure on meals and beverages provided for each Director both immediately before or after any meeting of Directors including any sub-committee and in the case of meals where such meeting corresponds with a normal meal time and upon production of or in accordance with such invoices, vouchers, receipts or other properly written records evidencing the same and which is authorised by a current resolution

- of the Board as being reasonably incurred;
- (ix) the provision to each and every Director and Life Member of the Club for use without charge the facilities of the Club's Castle Hill Fitness & Aquatic Centre; and
- (x) the provision to each and every Director of the Club for use without charge of the other sports facilities of 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 and those persons who are members of the Club and directly involved in the above activities."

ORDINARY RESOLUTION NO. 4

"That until the next Annual General Meeting, pursuant to section 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve the provision of annual dinners for Life and/or those Veteran Members who qualify for the annual dinner for the year 2020 (which has been postponed due to COVID-19/Coronavirus trading and functions restrictions) and the annual dinner for the year 2021 at premises of the Club and an invited guest without charge for the reasonable expenditure of food and beverage."

ORDINARY RESOLUTION NO. 5

"That until the next Annual General Meeting, pursuant to section 10(6A) of the *Registered Clubs Act 1976* (NSW), the members approve that, in respect of Life Members who have passed away and whose wake is held at the Club, the estate of the relevant Life Member will be entitled to up to \$500 contribution towards the cost of the same."

EXPLANATORY NOTES TO MEMBERS REGARDING ORDINARY RESOLUTIONS NOS. 1 TO 5

1. Ordinary Resolution No. 1 is to have the members approve a sum not exceeding \$144,600 (excluding GST) for the expenditure by the Club until the next Annual General Meeting in relation to Directors' honoraria. A sum of money paid to a member in respect of his services as a member of the Club's Board has to be approved by a resolution passed at a General Meeting at which the persons entitled to vote are the same as those entitled to vote on the election of Directors.

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At the last Annual General Meeting, the sum of \$144,600 was approved to cover Directors' honoraria.

2. Ordinary Resolution No. 2 is to have the members approve a sum not exceeding \$90,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting for Directors to attend trade shows, displays, seminars, conferences, meetings, and to attend other registered clubs, gaming venues and hospitality venues to assess their facilities or operations, all of which enable the Board 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.

3. Ordinary Resolution No. 3 is to have the members approve certain additional rights and benefits to Directors and such other persons (if those persons are members of the Club) as the Directors may authorise or approve. These additional rights and benefits are directly related to the operation of the Club and to the activities of Directors incurred in relation to the Club.

4. Ordinary Resolution No. 4 is to have members approve certain additional rights and benefits to Life and/or those Veteran members who qualify over the next year that are not extended to any other member or class of membership unless they are a Life or a Veteran Member. The 2020 annual dinner for qualifying Life and/or Veteran members has been postponed due to COVID-19/Coronavirus trading and functions restrictions.

5. Ordinary Resolution No. 5 is to have members approve certain additional rights and benefits to Life Members who pass away that are not extended to any other member or class of membership unless they are a Life Member.

6. All categories of members of the Club present at the Annual General Meeting, who may vote on the election of Directors, will be entitled to vote on Ordinary Resolutions Nos. 1 to 5 inclusive proposed at the Annual General Meeting.

GENERAL NOTES REGARDING THE ORDINARY RESOLUTIONS

7. Each of the Ordinary Resolutions must be passed as a whole and cannot be amended in substance from motions from the floor of the meeting or divided into two or more separate resolutions.

8. To be passed each Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION NO. 1

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended as follows:

- Deleting rule 99 and inserting instead the following new rule 99:

"99. A notice may be given by the Club to any member either:

- (a) personally; or
- (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member; or
- (d) by sending the notice to the member by other electronic means (if any) nominated by the member; or
- (e) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that the notice is available and an electronic means by which the member may access the notices."

- Deleting rule 100 and inserting instead the following new rule 100:

"100. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.

(b) Where a notice is sent under Rule 99(e), the notice is taken to have been given on the day following

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that on which the member is notified that the notice is available.

(c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent."

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 1

1. Section 249J(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**) allows companies to give notices of general meeting to their members in any one of the following ways:

- (a) personally;
 - (b) by post;
 - (c) by fax or email;
 - (d) by other electronic means; or
 - (e) by notifying their members of how a notice can be accessed e.g. by accessing a website.
2. Electronic issue of or notification of where a notice of general meeting may be accessed is subject to individual members nominating their electronic address or preference to receive notice of where to access the notices (e.g. via a website).
 3. Existing rule 99 of the Club's Constitution presently only allows for notices to be given personally, by post, fax or email. Proposed new rule 99 will allow for notices to be given to members, including notices of general meeting, by other electronic means, or will allow the Club to notify how to access a notice of general meeting for those members who choose to nominate those methods of receiving notices of general meeting or how they can be accessed.
 4. Existing rule 100 deals with service of notices by fax or other electronic means and when such notices are deemed to be given to a member. The existing rule does not deal with notices that might be given concerning availability of a notice which can be accessed via a website and when such notices are deemed to be given to a member. Proposed

new rule 100 provides that when notice is given to a member by electronic means or when notice is given to a member about the availability of a notice and how it can be accessed, notice is deemed to be given on the day after the Club gives the member such notice.

5. Proposed new rules 99 and 100 are more in line with the provisions of section 249J(2) of the *Corporations Act*.
6. Members will be able to nominate from time to time the manner in which they are to receive formal notices from the Club, including notices of general meeting.

SPECIAL RESOLUTION NO. 2

"That the Constitution of Castle Hill RSL Club Ltd (**Club**) is amended as follows:

- Renumbering existing rule 79 as 79(a) and adding a new rule 79(b) immediately after renumbered rule 79(a), so that the rule 79 will read as follows:

"79. (a) Subject to the provisions of the Act relating to Special Resolutions, at least twenty-one (21) days' notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but the meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

(b) The Board may determine that a meeting may be held using any form of technology whereby members will be able to participate remotely from their home or other place (that is, to participate without being physically present in the same place, notice of such a General

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Meeting must include:

- (i) information about how members will be able to attend and/or participate in the General Meeting;
- (ii) information explaining how members can vote and ask questions;
- (iii) any other information members need to know in order to participate using the technology."

- Renumbering existing rule 80 as 80(a) and adding a new rule 80(b) immediately after renumbered rule 80(a), so that rule 80 reads as follows:

"80. (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a General Meeting convened on the request of members is not less than 5% of the members of the Club or one-hundred (100) members of the Club (whichever is the lesser) who are present and entitled to vote. A quorum at all other General Meetings and at all Annual General Meetings is not less than twenty (20) members of the Club who are present and entitled to vote.

(b) If a General Meeting is held at more than one venue using any form of technology, including where the Board calls a General Meeting which is to be conducted in accordance with Rule 79(b) using any form of technology which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place), the contemporaneous linking together by the technology of a number of members sufficient to constitute a quorum constitutes a quorum for the purposes of rule 80(a)."

- Deleting rule 84 and inserting instead the following new rule 84:

"84. (a) Subject to rule 84(b), every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the Chairman of the meeting or by not less than five (5) members) and in the case of an equality of votes whether a show of hands or on a poll the Chairman of the meeting will have a casting vote in addition to a deliberative vote.

(b) If a General Meeting which is held in accordance at more than one venue using any form of technology, including where the Board calls a General Meeting which is to be conducted in accordance with Rule 79(b) using any form of technology which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place):

(i) the meeting is taken to be held at the place determined by the Chair provided that at least one of the members present at the meeting was at the place for the duration of the meeting;

(ii) votes taken at the meeting must be taken on a poll, and not on a show of hands, by using one or more technologies to give each person entitled to vote the opportunity to participate in the vote in real time and, where practicable, by recording their vote in advance of the meeting;

(iii) If the technology used for the meeting and referred to in this rule 84(b) encounters a technical difficulty, whether before or during the General Meeting, which results in a member not being able to participate in the meeting, the Chair may, subject to the *Corporations Act*:

(A) allow the meeting to continue; or

(B) adjourn the meeting either for a reasonable period of time

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as may be required to fix the technology or to such other date, time and location as the Chair of the meeting considers appropriate.

(c) For the avoidance of doubt, where the Chair has allowed the General Meeting to continue in accordance with rule 84(b)(iii)(A), any resolution passed at that meeting is valid.

(d) Subject to the Act and this Constitution, the Board may from time to time make such By-Laws as it thinks necessary for the conduct of General Meetings using any form of technology.”

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION 2

1. If Special Resolution 2 is passed, rules 79, 80 and 84 of the Constitution will expressly allow for the conduct of General Meetings by electronic means so that members can participate online from a place other than at the place of the meeting.

2. Although the Club will continue to hold General Meetings, including Annual General Meetings, at its Castle Hill premises, the Coronavirus/COVID-19 global pandemic in 2020 has shown that physical meetings may not always be possible, and indeed physical Annual General Meetings were altogether prevented throughout Australia by public health orders.

3. In the course of the disruptions to the holding of Annual General Meetings by companies because of the Coronavirus/COVID-19 pandemic and public health orders, the Australian Securities and Investments Commission (ASIC) issued guidelines. Those guidelines effectively stated that ASIC would allow Annual General Meetings to be held using any form of technology provided certain conditions were met. However, ASIC's guidelines also made it clear that companies had to be mindful of the contents of their individual constitutions as to whether or not annual general meetings could be conducted using any form of technology. ASIC's guidelines had to be read subject to the terms of a company's constitution.

4. If rules 79, 80 and 84 are amended as proposed by

Special Resolution 2, the ability of the Club to use any form of technology to conduct its General Meetings, including Annual General Meetings, will be clearer should the need arise in the future for virtual meetings or a combination of a physical and virtual meeting.

SPECIAL RESOLUTION NO. 3

“That the Constitution of Castle Hill RSL Club Ltd (Club) is amended as follows:

- Deleting rule 49(c) and inserting instead the following new rule 49(c):

“(c) (i) At any one time, up to three (3) members of the Board may be:

(A) Category 2 members;

(B) Life Members (who were Full members in any class other than Category 1 membership immediately before becoming Life Members);

(C) Veteran Members (who were Full members in any class other than Category 1 membership immediately before becoming Veteran Members);

(D) Parramatta RSL members;

(E) Parramatta RSL sub-Branch members; or

(F) Lynwood Country Club members.

(ii) For the avoidance of doubt, the aforementioned members in any combination may hold no more than the number of Board positions as specified in rule 49(c)(i) at any one time but nothing in this rule 49(c) reserves any positions on the Board for those classes.”

EXPLANATORY NOTES REGARDING SPECIAL RESOLUTION NO. 3

1. For the purposes of this explanatory note, Life or Veteran Members who were Category 1 members immediately before becoming Life or Veteran Members, shall be referred to as “eligible Life and Veteran Members.”

2. If Special Resolution 3 is passed, proposed new rule 49(c) will permit up to three (3) members of the Board being:

(a) Category 2 members;

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(b) Life Members (who were Full members in any class other than Category 1 membership immediately before becoming Life Members);

(c) Veteran Members (who were Full members in any class other than Category 1 membership immediately before becoming Veteran Members);

(d) Parramatta RSL members;

(e) Parramatta RSL sub-Branch members; or

(f) Lynwood Country Club members.

3. Existing rule 49(c) limits the number of Board members from the above classes to two (2). Proposed new rule 49(c) will also give the Board power to appoint up to 3 members from the classes listed in Rule 49(c)(i) to any vacancy occurring on the Board after the 2020 Annual General Meeting (AGM). The 2020 Board election is unaffected by the proposed change to rule 49(c), as Special Resolution can only take effect after the 2020 AGM.

4. Proposed new rule 49(c) does not reserve any positions on the Board for the above named classes of members. All candidates will need to be among the nine (9) highest polling candidates in an election of the Board in order to be elected to office.

5. The reasons for the proposed change to rule 49(c) of the Constitution are as follows:

(a) the average age and gender of Category 1 members (and eligible Life and Veteran Members) and the relatively small percentage of these members in respect of the total Club membership;

(b) the likely further reduction in the percentage of Category 1 membership (and eligible Life and Veteran Members) in respect of the total Club membership over time,

(c) recommendations of the Independent Pricing and Regulatory Tribunal's review of the Registered Clubs Industry (report dated June 2008) pertaining to lessening restrictions on Board membership (in order to widen the range of people who can become Board Members); and

(d) providing a more balanced representation of the overall Club membership and the likely widening of the range of people who will seek to hold office on the Board.

6. Existing rule 49 of the Constitution, including rule 49(c), was adopted by a special resolution passed at the 2015 Annual General Meeting. This marked the first time that non-Category 1 members (and those Life and Veteran Members who are not eligible Life or Veteran Members) could hold office on the Board. The Board considers the proposed change to rule 49(c) to be progressive.

7. The position of Category 1 members (and eligible Life and Veteran Members) of the Club generally in relation to the Club is not considered to be endangered by a Board comprising of up to three (3) members because:

(a) the Club's objects include promotion of the objects of the Returned and Services League of Australia (rule 10(b) of the Club's Constitution);

(b) the majority of the Board positions are retained by Category 1 members (and eligible Life and Veteran Members); and

(c) under rule 105 of the Club's Constitution, amendments to the Constitution require a special resolution passed by Category 1 members (and eligible Life and Veteran Members).

GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS

1. Pursuant to Rules 24 and 105 of the Club's Constitution, only Category 1 members may vote on the Special Resolutions. Pursuant to Rules 21 and 22(d), Veteran Members and Life Members who were Category 1 members immediately prior to becoming a Veteran Member or a Life Member are also eligible to vote. Other than Life Members, a member must be a financial member to be eligible to vote.

2. Pursuant to sections 9 and 136 of the Corporations Act and rule 105 of the Club's Constitution, to be passed the Special Resolutions must receive votes in their favour from

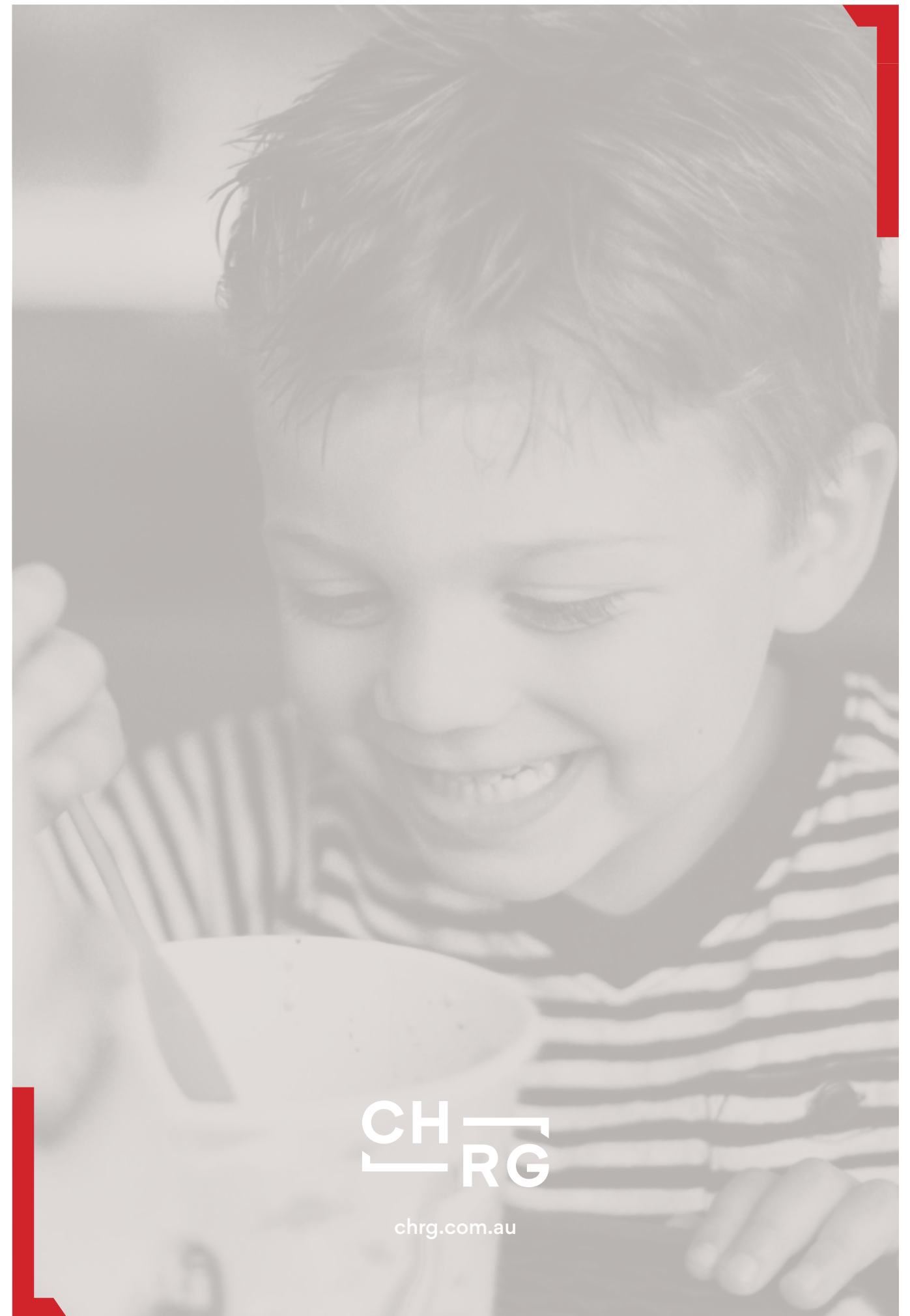
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not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.

3. As a result of the special resolution provisions of the Corporations Act, the Special Resolutions must be considered as a whole and cannot be altered in substance by motions from the floor of the meeting.
4. Members who are employees of the Club are not entitled to vote.
5. Proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends the Special Resolutions to the meeting.
7. Please direct any questions about the Special Resolutions to the Group Chief Executive Officer, if possible at least 7 days before the Annual General Meeting.

By order of the Board,
David O'Neil ACCM
Group Chief Executive Officer

Date 5 August 2020



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