



**STRATHFIELD RECREATION CLUB LIMITED**  
**ABN: 67 000 001 178**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that an Annual General Meeting of Strathfield Recreation Club Limited will be held on **Sunday, 16<sup>th</sup> of February 2020** commencing at **12noon** at the premises of the Club, 4A Lyons Street, Strathfield in the upstairs function room.

**AGENDA**

- 1 Members to sign the attendance book.
- 2 Opening of the meeting.
- 3 Welcome to guests.
- 4 Confirmation and adoption of the minutes of the Annual General Meeting held on the 24<sup>th</sup> of February 2019.
- 5 President's Report.
- 6 To receive and consider the Financial Report (which includes the Financial Statement and the Director's Declaration), the Directors' Report and the Auditor's Report in respect of the financial year ended 30 September 2019.
- 7 To consider and if thought fit pass the Special Resolutions set out below.
- 8 To consider and if thought fit pass the Ordinary Resolutions set out below (relating to honorariums and directors' expenses).
- 9 Development Update.
- 10 General Business.

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**COPIES OF THE ANNUAL REPORT**

Copies of the Club's Annual Report are available on the Club's website <http://www.strathfieldsportsclub.com.au/membership/>

Should you wish to be sent a copy, please email [chris@strathfieldsportsclub.com.au](mailto:chris@strathfieldsportsclub.com.au)

Additionally, the Club has printed a limited number of copies of the Annual Report which are available on request at the Club.

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**QUESTIONS RELATING TO THE ANNUAL REPORT**

Members who have any questions relating to the Annual Report are requested to submit their questions by email to the General Manager, Chris Dunn at [chris@strathfieldsportsclub.com.au](mailto:chris@strathfieldsportsclub.com.au), by no later than Wednesday, 5 February 2020.

If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.

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## **PROCEDURAL MATTERS**

1. To be passed, a Special Resolution must receive votes from at least three quarters (75%) of members who being eligible to do so vote in person on the Special Resolution at the meeting.
2. Only Life members, financial Tennis Full members and financial Tennis Day members are eligible to vote on a Special Resolution.
3. To be passed, an Ordinary Resolution must receive votes from not less than a majority of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
4. Only Life members, financial Tennis Full members, financial Tennis Day members and financial Tennis Competition members are eligible to vote on the First Ordinary Resolution.
5. Only Life members, financial Tennis Full members, financial Tennis Day members, financial Tennis Competition members, financial Sports members who have been members of the Club for the two (2) calendar years immediately preceding the date of the Annual General Meeting and House members who have been of the Club for the two (2) calendar years immediately preceding the date of the Annual General Meeting are eligible to vote on the Second Ordinary Resolution.
6. The Registered Clubs Act provides that:
  - (a) members who are employees of the Club are not entitled to vote; and
  - (b) proxy voting is prohibited.

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## **FIRST SPECIAL RESOLUTION**

That the Constitution of Strathfield Recreation Club Limited be amended by:

- (a) **inserting** at the beginning of Rule 36(a) the words, “*Subject to Rule 36A*”.
- (b) **inserting** the following new Rule 36A:
  - (a) *“Financial House members who have been members of the Club for less than two (2) calendar years immediately preceding the date of a Biennial General Meeting shall be entitled to vote in the election of the Board held in that year if they are “Additional Voting House members” as defined by Rules 36A(b) to (d).*
  - (b) *The total number of Additional Voting House members for each election held in the year of a Biennial General Meeting shall be determined in accordance with the following formula:*
    - (i) *Total number of Full members*  
*Multiplied by*
    - (ii) *25%*  
*Less*
    - (iii) *Total number of members then eligible to vote in the election of the Board*  
*Equals*
    - (iv) *Total number of Additional Voting House members.*
  - (c) *Once the number of Additional Voting House members is determined, the Secretary shall prepare a list of such House members who have been members*

who have been members for less than two years in ascending order of the dates on which they were last elected to membership of the Club, so that the House member who has been a member of the Club for the longest continuous period under two (2) years is numbered 1. If more than one Social member was elected to membership of the Club on the same day, they shall be listed in alphabetical order by last name.

- (d) *Additional Voting House members shall be those members whose names are on the list down to the number which is equal to the total number of Additional Voting House members.”*

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## Notes to members on the First Special Resolution

1. The First Special Resolution proposes to amend the membership rights of House members.
2. Currently, House members can only vote in the election of the Board if they have been a member of the Club for at least two (2) continuous years prior to the date of the relevant Biennial General Meeting. (This is subject to provisions in the *Registered Clubs Act* and other legislation which gives all members of the Club the right to vote on certain matters, such as an amalgamation.
3. The Board is proposing to amend the Constitution so that some House members who have not been members for at least two (2) years will have the ability to vote in the election of the Board.
4. This is because the *Registered Clubs Act* states that at least 25% of the total number of members (i.e., all members apart from Honorary, Provisional or Temporary members) must be eligible under the Rules of the Club to vote in the election of the Board. They do not have to vote, but they must be able to do so if they wish.
5. Over recent months, following the renovations and building works to the Club’s premises, there has been a significant increase in the number of House members.
6. As the overall percentage of House members increases, the Club needs to give more House members the right to vote in the election of the Board to ensure the Club complies with the 25% requirement which is why the Board is proposing the First Special Resolution.
7. However, an additional protection has been included. The number of House members who will be additional voting members in Board elections will only be the minimum number required to ensure the Club complies with the 25% rule quoted above.
8. The minimum number is determined by the following formula:
  - (a) The total number of Full members (ie all members apart from temporary, honorary and provisional members) is determined.
  - (b) The CEO will then calculate 25% of that number.
  - (c) The total number of Full members who will then have the right to vote on the Board will be deducted from this number, leaving the total remaining number of members required to vote.
  - (d) The actual number of additional House members who then have the right to vote will be determined by the length of their period of membership. For example, if 100 additional House members are required to satisfy the minimum voting requirement, the 100 additional House members will be those members who have the longest continuous period of membership. Accordingly, the number of additional House members who have the right to vote in elections for directors will vary from election to election as it will depend on the total number of members.
9. This change only relates to voting in the election of Directors. All House members will still not be eligible to become directors, nominate candidates for the Board or vote on Special Resolutions.
10. The reference *Full members* is not a reference to Tennis Full members. Rather, Full members is defined in the *Registered Clubs Act* and the Club’s constitution to mean all members apart from provisional, honorary and temporary members.

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## **SECOND SPECIAL RESOLUTION**

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

That the Constitution of Strathfield Recreation Club Limited be amended by:

- (a) **deleting** Rules 76 to 84 inclusive and the headings preceding those Rules and of **inserting** the following new headings and Rules 76 to 84F inclusive:

### ***“MATERIAL PERSONAL INTERESTS OF DIRECTORS***

76 *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 77.*

77 *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.*

### ***REGISTERED CLUBS ACCOUNTABILITY CODE***

78 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 80 to 84F.*

79 *For the purposes of Rules 80 to 84F, the following terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

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

80 *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.*

81 *Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

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

82 *Subject to Rule 84 and any restrictions contained in the Registered Clubs Act, 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.*

- 83 *A “pecuniary interest” in a company for the purposes of Rule 82 does not include any interest exempted by the Registered Clubs Act.*

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

- 84 *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**

- 84A *The Club must not:*

- (a) lend money to a director of the Club; and*
- (b) unless otherwise permitted by the Registered Clubs Act and Registered Clubs Regulation, 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**

- 84B *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.*

- 84C *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**

- 84D *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.*
- (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.*

84E *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 84D.*

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

84F *The Club must:*

(a) *make the information required by the Registered Clubs Regulation 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."*

(b) **deleting** rule 89(b) and **inserting** the following new Rule 89(b):

*"The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting"*

(c) **deleting** the full stop at the end of Rule 113(c), replacing it with a semi colon, and inserting the word "*or*" after the semi colon;

(d) **inserting** the following new Rule 113(d).

*"by notifying the member in accordance with Rule 113A in the case of notices of general meetings."*

(e) **inserting** the following new Rule 113A:

*"If a member nominates:*

(a) *an electronic means (**nominated notification means**) by which the member may be notified that notices of general meetings are available and*

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

*the Club may give the member notice of a meeting by notifying the member using the nominated notification means that:*

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

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

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### **Notes to Members on the Second Special Resolution**

1. The Special Resolution proposes to amend existing provisions in the Club's Constitution to ensure the document is up to date and reflects current legislation in three areas.
2. **Paragraph (a)** updates rules relating to the corporate governance and accountability to reflect recent amendments to the corporate governance and accountability provisions of the *Registered Clubs Act and Registered Clubs Regulation*.
3. **Paragraph (b)** amends an existing provision relating to the calling of general meetings on the request of members to bring the Constitution into line with the Corporations Act.
4. Rule 89(b) currently provides that the Board must call and arrange to hold a general meeting of the Club on the request of members with at least five percent (5%) of the votes that may be cast at the

- general meeting or one hundred (100) members. This reflects the previous requirements contained in the Corporations Act and
5. The Corporations Act has been amended and now provides that the Club is only required to call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting (and not on the request of one hundred (100) members).
  6. This paragraph proposes to amend Rule 89(b), so that it reflects the current requirements of the Corporations Act.
  7. **Paragraphs (c) to (e)** makes minor amendments to the Club's Constitution in relation to sending notices of meeting.
  8. Currently, unless a member nominates otherwise, the Club must send notices of meeting to members by post. A number of members have nominated to receive notices of meeting by email.
  9. However, the Corporations Act also provides that a member can nominate an electronic means of receiving notice that the notice of meeting is available. That is, instead of having to send a notice of meeting to members, a member may elect to receive notices of general meetings by:
    - (a) having the Club send to them a text message/sms advising them that the notice is now published on the Club's website;
    - (b) publishing the notice on the Club's website.
  10. Accordingly, if the Second Special Resolution is passed, the Club will be able to use more forms of technology to engage with the membership and inform them that the notices of general meetings available.
  11. It is important to note that the new notification means only apply if a member elects to receive notice of meeting in that way. If a member does not elect to receive notices of meeting using technology, the Club will still send notices of general meeting to them by post.
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## FIRST ORDINARY RESOLUTION

That:

- (a) members hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:
  - (i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
  - (ii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by ClubsNSW, the Club Managers Association and such other conferences and trade shows as determined by the Board from time to time.
  - (iii) The reasonable cost of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
  - (iv) The reasonable cost of directors (and their spouses/partners if required) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
  - (v) The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.
  - (vi) The reasonable cost of meals and beverages for each director before and after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time.

- (vii) The 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.
  - (viii) The reasonable cost of Club blazers being provided to directors as required.
  - (ix) The provision of designated car parking spaces for directors in the Club's car park.
  - (x) The reasonable cost of a Christmas dinner for directors and their spouses/partners.
- (b) members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors of the Club.

**Notes to Members on First Ordinary Resolution**

1. The First Ordinary Resolution is to have the members in general meeting approve expenditure by the Club on directors.
2. Included in the First Ordinary Resolution is the cost of:
  - (a) directors attending seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club; and
  - (b) directors attending functions as representatives of the Club and, if required, the costs of their spouses/partners also attending those functions.

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**SECOND ORDINARY RESOLUTION**

That:

- (a) members hereby approve the payment of an honorarium to directors of the Club of an amount equivalent to the annual subscription payable in respect of "Tennis Adult Full Membership" of the Club for services as directors of the Club until the following Annual General Meeting.
- (b) members acknowledge that the honorarium in paragraph (a) is not available for members generally but is only for those who are directors of the Club.

**Notes to Members on Second Ordinary Resolution**

1. The Second Ordinary Resolution is to have the members approve honorariums for the directors of the Club for duties to be performed by them until the next Annual General Meeting.
2. The honorariums will be an amount equivalent to the annual subscription payable in respect of "Tennis Adult Full membership" of the Club.

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Dated: 22nd January 2020

By direction of the Board



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Chris Dunn  
General Manager