

REVESBY WORKERS' CLUB LTD - ACN 000 348 121

NOTICE OF ANNUAL GENERAL MEETING

SUNDAY, 27 OCTOBER 2024



revesbyworkers'club

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of Revesby Workers' Club Ltd will be held on Club premises, 2B Brett Street, Revesby, on **Sunday 27th October 2024 at 10:00am.**

BUSINESS

1. Confirmation of minutes of the Annual General Meeting of Members held on Sunday, 29th October 2023. *
2. To consider the Report of the Board and CEO for the year ended 30th June 2024. **
3. To consider the financial statements and auditor's report for the year ended 30th June 2024. **
4. To consider the Report of the Returning Officer in which the results of the Ballot for Directors is announced and declare the Directors elected.
5. To consider and if thought fit pass the First Ordinary Resolution with regard to benefits of Directors of the Club and others.
6. To consider and if thought fit pass the Second Ordinary Resolution with regard to benefits of Foundation and Life members.
7. To consider and if thought fit pass the Third Ordinary Resolution with regard to declaring the Mooney Mooney Property as non-core property
8. To consider and if thought fit pass the First Special Resolution to amend the Club's Constitution.

BY ORDER OF THE BOARD

SCOTT BENNETTS

Company Secretary

Dated this 30 of June 2024

- * **Minutes from the 2023 Annual General Meeting of Revesby Workers' Club Ltd are available from the Office of the Club – 9am to 5pm Monday to Friday, upon request, and will also be available at the Annual General Meeting.**
- ** **Copies of the Directors' Report, financial statements and auditor's report are available on the Club's website and hard copies are available from reception.**

Important Note regarding Questions for the Annual General Meeting

Members with questions for the Annual General Meeting are asked to submit those questions in writing to the Company Secretary 7 days before the meeting. Members are entitled to ask questions at the Annual General Meeting without giving this notice. However, if you do not submit questions in writing 7 days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.

FIRST ORDINARY RESOLUTION - DIRECTORS AND OTHERS

Pursuant to sections 10(6), 10(6A) and 10(7) of the Registered Clubs Act 1976 (NSW) for the period up to the 2025 Annual General Meeting the members hereby approve:

- (a) *Revesby Workers' Club allowing the Duty Director and up to three (3) guests to partake of a meal and beverage within Revesby Workers' Club's premises.*
- (b) *Revesby Workers' Club allowing the Duty Director and up to three (3) guests to be entertained at the premises of Revesby Workers' Club, such entertaining to be limited to internal shows.*
- (c) *expenditure by Revesby Workers' Club to provide corporate apparel for Directors, Past Directors, Patrons and Life Members consisting of appropriate attire and cleaning expenses of same.*
- (d) *Revesby Workers' Club providing reasonable meals and beverages at Board meetings, sub-committee meetings and official functions for Directors and sub-committee members.*
- (e) *and authorise the Directors' attendance at meetings and seminars of ClubsNSW, Federation of Community, Sporting and Workers Clubs and other recognised associations within the Registered Clubs Industry and the Directors' reasonable expenses in relation to accommodation, seminar/ conference fees and travel costs for themselves and their partners. In the event that overseas travel is required a maximum of two (2) Directors may be approved for such travel by the Board.*

- (f) *Revesby Workers' Club paying each Director an honorarium of \$15,000 per annum, with an additional \$5,000 per annum being paid to the President and additional \$2,500 per annum being paid to the Vice President, a total payment of \$112,500. The amounts may be paid monthly, quarterly or annually at the Director's discretion. A director may elect not to receive the payment or to receive only part of the payment at their discretion, but provided that if.*

a Director resigns their position with the Board during the elected year (exclusive of the death of a Director) the honorarium will be reimbursed by the Director on a pro rata basis.

- (g) *Revesby Workers' Club providing each Director a Laptop and / or a tablet device and associated equipment, appropriate software and including internet accessibility and an email address facility for Revesby Workers' Club related business.*
- (h) *each Director receiving a car space at Revesby Workers' Club for their use.*
- (i) *the Patrons and Life members of the club receiving a car space at Revesby Workers' Club for their use.*

SECOND ORDINARY RESOLUTION - FOUNDATION AND LIFE MEMBERS

Pursuant to sections 10(6A) and 10(7) of the Registered Clubs Act 1976 (NSW) for the period up to the 2025 Annual General Meeting:

- (a) *That the members approve Revesby Workers' Club absorbing, to a maximum of \$500, food and beverage costs associated with a wake of any Foundation or Life member held at the premises of the Club and that the cost of room hire be waived.*
- (b) *That the members approve the mortality benefit for Foundation members to be \$500.*

EXPLANATORY NOTES ON THE FIRST AND SECOND ORDINARY RESOLUTIONS

1. In accordance with the requirements of section 10 of the *Registered Clubs Act 1976 (NSW)* ("**Registered Clubs Act**"), members are asked to approve the above benefits and expenses for the Board and others up to the next Annual General Meeting.
2. To be passed, the Ordinary Resolutions must receive votes in their favour from not less than a simple majority of those members, who being eligible to do so, vote in person at the meeting. Pursuant to Rule 22, financial Club Members and Life Members who have been Full Members of at least 12 months standing may vote upon the Ordinary Resolutions.
3. Members who are employees of the Club are not entitled to vote.
4. Proxy voting is prohibited by the Registered Clubs Act.
5. The Board recommends that members vote in favour of the Ordinary Resolutions.
6. The Ordinary Resolutions are proposed for members to approve benefits to members in accordance with the Registered Clubs Act.
7. The First Ordinary Resolution proposes approval for benefits for members who are Directors, Past Directors, Patrons, Life Members and Welfare Officers as set out in the resolution. The proposed benefits for Directors include the costs of providing a corporate uniform, the costs of attending industry and educational seminars and conferences, and an honorarium for each director.
8. The Second Ordinary Resolution proposes benefits to Foundation and Life members for the costs of a wake and the mortality fund.

THIRD ORDINARY RESOLUTION - MOONEY MOONEY PROPERTY AS NON-CORE PROPERTY

That the ordinary members (as defined in the Registered Clubs Act 1976) of Revesby Workers' Club Limited (Club), hereby declare that all of the Club's land at 5 Kowan Rd, Mooney Mooney New South Wales 2083 (Mooney Mooney Property), being the site upon which the Club's Mooney Mooney licensed premises is located (Mooney Mooney Club) and comprising Lot 1 DP 1174523 (being the land that contains the bowling green, the Club's carpark and surrounds in addition to the Mooney Mooney

Club) as shown bounded on the map at Attachment "A" to be non-core property for the purpose of section 41E(1) of the Registered Clubs Act 1976.

NOTES TO MEMBERS ON THE ORDINARY RESOLUTION

Information Regarding Core and Non-Core Property

1. The Registered Clubs Act (RCA) provides that all land owned and occupied by a registered club is classified as either core or non-core property.
2. The RCA allows members, at a general meeting, to declare core property to be non-core property and declare non-core property to be core property.
3. The major difference between core property and non-core property are the restrictions imposed by the RCA on the sale of core property
4. Unless one of the exemptions in the RCA or Regulations applies, the Club cannot dispose of core property unless:
 - a) a registered valuer has valued it; and
 - b) the sale has been approved at a general meeting of the ordinary members of the Club (by a majority vote); and
 - c) the sale occurs by way of open tender or public auction.
5. Non-core property can be disposed of without having to follow the procedures set out in paragraph (a) above but subject to any other requirements in the Club's Constitution.

The consequences of declaring the Mooney Mooney Property as non-core property

6. If the Mooney Mooney Property is declared to be non-core property, the Board will be able to explore all available options for the development of the Mooney Mooney Property which may involve the disposal of part of the Mooney Mooney Property without having to proceed by way of open tender or public auction.
7. The Mooney Mooney Property is currently core property (as that term is defined in the RCA) of the Club. The Mooney Mooney Property is land owned by the Club and contains the Mooney Mooney Club (a premises of the Club) since an amalgamation in March 2004.
8. The Ordinary Resolution proposes that members declare the Mooney Mooney Property as non-core property of the Club on the basis outlined in this Notice.

The reasons for declaring the Mooney Mooney Property as non-core property

9. The Mooney Mooney site consists of the Mooney Mooney Club, a bowling green, a carpark, and otherwise unused land.
10. The Board, in consultation with its professional advisors, has been exploring options to best assist with the Club's future, having regard to current and future financial forecasts. The Board also wants to explore options to make better use of the Mooney Mooney Property. The total size of that land is approximately 34,363 m², while the Mooney Mooney Club, car park and bowling green comprise 6,238 m².
11. High level analysis of the Mooney Mooney Property has been conducted and the Board has been advised that one option is to develop the land so that part of the land can be used for "non-club" purposes. At this time, the Club is considering the possibility of independent aged living. However, no final decision has yet been made as to what the development of the Mooney Mooney Property may comprise of.
12. However, which ever way the Club proceeds, any development of the Mooney Mooney Property will likely require the Club to dispose of part of the Mooney Mooney Property. The Club has no intention to permanently cease trading from the Mooney Mooney Club or to cease conducting the business of a registered club from the Mooney Mooney Property. However, the Club would like to explore the potential for any development opportunities that would both permit the Club to provide a registered club premises from the Mooney Mooney Property along with a car park and bowling green, and to best maximise the commercial value of the Mooney Mooney Property.

13. Before the Club proceeds any further with works in relation to the Mooney Mooney Property, and spend further Club money on the work to explore these options, the Club is asking members to declare the land to be 'non-core' for the purposes of the RCA.
14. If the members pass the Ordinary Resolution, and the Club proceeds with the development of the Mooney Mooney Property, the Club would obtain appropriate advice, concluding valuations of the land. However, the declaration would permit the Club to then proceed in negotiations with third parties for the development of the Club in the knowledge that the Club can dispose of the land when required.
15. Even if the Club chose a development project which resulted in the Club undertaking the construction by itself, for example without a joint venture partner, at some point individual dwellings or units would have to be sold or disposed of. The Club does not want to proceed with such a large scale project unless the members had first voted to declare the Mooney Mooney Property to be non core property.
16. The Board believes that by taking steps to consider all options for alternative uses of the Club's land (whilst retaining a Mooney Mooney Club premises), is the best approach for the Club both now and in the future.

Annexure A



SPECIAL RESOLUTIONS

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

That the Constitution of Revesby Workers' Club Limited be amended by:

- (a) **deleting** from Rule 34 the words "and address"
- (b) **inserting** the following new Rules Rule 42(j) to (n);

"(j) If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:

- (i) is unbecoming of a member; or*
- (ii) is prejudicial to the interests of the Club,*

then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

- (k) In respect of any suspension pursuant to Rule 42(j), the requirements of Rules 42(a) to (i) shall not apply.*

- (l) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 42 (j), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
- (i) *the member has been suspended as a member of the Club; and*
 - (ii) *the period of suspension;*
 - (iii) *the privileges of membership which have been suspended; and*
 - (iv) *if the member wishes to do so, the member may request by notice in writing received by to the Secretary within one month of the date of the notice of the member the matter be dealt with by the Board or disciplinary committee in accordance with Rule 42(d) pursuant to Rules 42.*
- (m) *If a member submits a request under Rule 24 (l):*
- (i) *the member shall remain suspended until such time as the charge is heard and determined by the Board or Disciplinary Committee; and*
 - (ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 42.*
- (n) *The determination of the Board or disciplinary committee in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate)."*
- (c) **deleting** from Rule 53(a) the words "*calendar month*" and in their place inserting the words "*quarter, being the three month periods concluding on 31 March, 30 June, 30 September and 31 December in each year,*"

EXPLANATORY MESSAGE REGARDING THE SPECIAL RESOLUTION

1. The Special Resolution proposes three amendments to the Constitution.
2. **Paragraph (a)** deletes the requirement to display the address of applicant for membership. This requirement has been removed from the Registered Clubs act.
3. **Paragraph (b)** includes new Rules which provide that the Secretary can suspend a member for up to 12 months. If the member wishes to challenge this decision, they then can request that the matter be referred to the Club's Board or Disciplinary Committee for review and the Committee will then hear and determine a disciplinary charge against the member.
4. The amendment is proposed so that less serious disciplinary matters can be dealt with more expeditiously and not take up Board and Committee time. The period of suspension that can be imposed by the Secretary is limited to up to 12 months and members can still have the matter referred to the Board/Committee.
5. **Paragraph (b)** updates the Rules to provide that the Board must meet at least quarterly. The Registered Clubs Act was amended a number of years ago to remove the requirement for monthly meetings.

PROCEDURAL NOTES TO MEMBERS ABOUT THE SPECIAL RESOLUTION

1. To be passed, the Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. The Special Resolution is to be read in conjunction with the headings and notes following each amendment. Neither the headings nor the notes in the Special Resolution form part of the amendments and are only for the information of members.
3. Only Life members and financial Club members who have at least 12 months standing as Full members of the Club are entitled to vote on the Special Resolution.
4. Under the Registered Clubs Act:
 - a) members who are employees of the Club are not entitled to vote; and
 - b) proxy voting is prohibited.
5. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the Special Resolution to members.