

# **BATHURST RSL CLUB LIMITED**

ABN 66 001 031 947

## **ANNUAL GENERAL MEETING 2022**

### **President's Report**

It is my privilege once again to present the President's report for 2021-2022.

It has been both a rewarding and challenging period. The results have been very pleasing, and I will ask our Chief Executive Officer, to expand on our financial position in his report.

Firstly, I would like to take this opportunity to honour a mate and a fiercely loyal member of our Club, Harry Roberston. Harry dearly loved our Club, and was a regular fixture in the Digger's Bar. Harry served on the Board of Directors as Vice President/ Treasurer of our Club for eight years until he succumbed to illness in January this year. He was also a beloved member of the Fisho's, having served on the committee of the Bathurst RSL Fishing Club as Treasurer for many years. He will be sadly missed...

We continue to support our members and the community in various ways, as well as growing and maintaining the assets of the Club. During this year we have replaced the air conditioning system in the Club's Auditorium, and repaired the guttering and downpipes on the Auditorium roof. We have upgraded the beer systems in the Digger's Bar including a new beer font, glycol and refrigeration systems. We have also replaced the roof on the house at 241 Russell Street, and are completing some further remediation work on the property throughout this year.

The Board and Management are also preparing plans to refresh and renovate the Lounge Bar area of the Club, which we intend to commence in this financial year.

Your Club continues to support the Bathurst Community in various ways including through sponsorships and donations, maintaining our "Heart of the Community" commitment. We increased our community support contributions this financial year against the prior year, as we started emerging from Covid, and that will grow further in the 2022/23 year as we get back towards more 'normal' conditions.

I would also like to warmly welcome Mrs. Christine Tobin, who joined the Board of Directors in March of this year. Chris has already brought a great deal of genuine warmth and enthusiasm to the Board, and I feel sure that Chris will make a very positive contribution to the betterment of our Club moving forward. In closing, with the continued support of you the Members, we are more than confident in saying that this Club will continue to thrive and grow for many years to come.

Thanks once again to the Board, Management and Staff for all their support during the year.

Ian Miller  
**President**

## CEO's Report

I am pleased to provide my report for the Club's financial year 2021/22. The last year saw the difficulties and uncertainty posed by the Covid pandemic continue, as the Club was again 'locked down' on the 14<sup>th</sup> of August 2021, not re-opening until 11<sup>th</sup> October a little over eight weeks later. Shortly after re-opening, I remember reflecting that including the 2020 lock down period, the Club had effectively been closed for about 20 weeks of the preceding 18 months. I recall closely monitoring the 'Covid cases count' each day, as we juggled the rapidly changing operating restrictions hoping we wouldn't face closure again. As we did during the first lock down, we looked after our team as best we could, providing 'Buy Local' vouchers to help with the essentials, whilst also doing our best to support local businesses. I am particularly grateful to those amazingly loyal members of our team who stayed the course, and stayed with us.

As we emerged from Covid and progressively increased our trade again, like so many hospitality businesses we faced (and continue to face) the challenges posed by the isolation restrictions for Covid affected persons and close contacts, impacting staffing and service levels. We also saw some attrition in staff as people moved to find work in other industries, they felt were more secure or that offered higher wages. I know that we are not alone in that, as I have heard from so many business operators about the struggle to source and retain staff, not just in Bathurst but across NSW and the rest of Australia. However, our team leaned into it, working harder than ever to make up for staff shortages wherever we could and we were fortunate enough to have enough staff on hand to keep the Club open and operational, albeit with some reductions in operating hours for some areas at times.

As we saw in the 2020/21 year, with the continued impact of Covid dampening activities in the community, restricting entertainment and impeding Club promotional activities, we stayed focussed on effective expense management. Although, as we moved toward the end of 2021 and early 2022 we started to re-engage entertainment, conduct member promotions and resumed some of our community support activities. Ultimately, despite all the challenges faced, I am particularly pleased to report that the Club realised a profit of \$2,085,977 for the 2021/22 financial year and remains in a very strong financial position with a little over \$15.1m in net assets and carrying very little debt.

As mentioned in my report last year and as reported in local media, the Club continues to work with Bathurst Regional Council and the developer of the proposed Bathurst Integrated Medical Centre, with the aim of significantly increasing the amount of parking in the Council owned George Street Car Park (behind the Club, often referred to as the 'RSL Car Park'). We maintain the view that securing more parking for our members and our community generally within the Bathurst CBD is key to ensuring the ongoing viability and continued growth of the Club. We hope to see this plan develop further in the 2022/23 year.

You will note that this year a special resolution is proposed, the purpose of which is to ensure the Club's Constitution is updated appropriately to reflect amendments to relevant legislation such as the Registered Club's Act 1976 (NSW) and the Corporations Act 2001 (Cth). In closing, I would like to thank our members, our staff and the community generally for continuing to support the Club, particularly over the last couple of extraordinary years. As always, I look forward to seeing you again soon, in the Club.

Peter Sargent  
**Chief Executive Officer**

## BATHURST RSL CLUB LIMITED

ABN 66 001 031 947

### ANNUAL GENERAL MEETING 2022

#### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Bathurst RSL Club Limited is to be held in the combined Auditorium & Heritage Room of the Bathurst RSL Club, at 114 Rankin Street Bathurst on Saturday 23<sup>rd</sup> July 2022 at 2.30pm.

#### AGENDA

1. Confirmation of the Minutes of the 2021 Annual General Meeting
2. To receive and consider the report by Directors
3. To receive and consider the financial report of the company for the year ending 31 March 2022
4. To receive and consider the Returning Officer's Report as to the ballot for the position of Directors and to elect the Board for the ensuing 2 years in accordance with such report
5. Deal with the following Ordinary Resolutions as previously circulated to members
6. Deal with the following Special Resolutions as previously circulated to members
7. Deal with any other General Business of which prior notice has been given

**Notes:** Members with questions on the Annual Report or Accounts are asked to submit those questions in writing to the Secretary by 2.30pm Saturday 16<sup>th</sup> July 2022, to enable the appropriate research to be undertaken on the question.

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

#### Ordinary Resolution No 1

That pursuant to the Registered Clubs Act, the members hereby approve and agree to the Members of the Board during the twelve (12) month period following the 2022 Annual General Meeting receiving the following benefits:

- (i) A reasonable meal and refreshments to be associated with each Board Meeting of the Club
- (ii) The reasonable cost of Directors attending at the Clubs NSW Annual General Meeting, Conference and Trade Show and the RSL & Service Clubs Association Annual Conference and Clubs NSW Regional Meetings
- (iii) The reasonable cost of Directors and their partners attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time
- (iv) The reasonable cost of Directors attending other Registered Clubs for the purpose of viewing and assessing their facilities and methods of operation, provided such attendances are approved by the Board as being necessary for the betterment of the Club
- (v) The reasonable cost of Directors and their partners attending functions when representing the Club and for the entertainment of Life Members and their partners at Official Club functions
- (vi) The reasonable costs of an annual Director's dinner with Management and for other special occasions held during each year
- (vii) The reasonable cost of providing Directors with a Christmas Gift

Note: The members acknowledge that the benefits as listed above are not available to members generally but only for those who are Directors of the Club in accordance with the Registered Clubs Act Sections 10 (6) and 10 (6A).

## Ordinary Resolution No 2

- a. That pursuant to the Registered Clubs Act and subject to paragraph (b) the members hereby approve the payment of an honorarium of \$2,000 for each director of the Club until the next Annual General Meeting (total cost to Club \$14,000)
- b. Each honorarium in paragraph (a) is to be paid in the form of a Club account card issued to each director which can only be used to purchase goods and services at the Club.

Note: The members acknowledge that the benefits in paragraphs (a) and (b) are not available to members generally but only for those who are Directors of the Club in accordance with the Registered Clubs Act Sections 10 (6) and 10 (6A).

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### BATHURST RSL CLUB LIMITED ABN 66 001 031 947

#### NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

**NOTICE** is hereby given that at the Annual General Meeting of **BATHURST RSL CLUB LIMITED** which is to be held on Saturday the 23<sup>rd</sup> of July 2022 commencing at 2.30pm at the premises of the Club 114 Rankin Street, Bathurst, New South Wales the members will be asked to consider and if thought fit, pass the Special Resolution set out below.

#### PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in its favour from not less than three-quarters of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
2. The Special Resolution should be read in conjunction with the notes to members which follow the Special Resolution.
3. **Only Life members, financial RSL members and financial Associate category 1 members are eligible 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 the 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.

#### **SPECIAL RESOLUTION**

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

That, the Constitution of Bathurst RSL Club Limited be amended by:

- (a) **inserting** the following new sub rules within Rule 2:

***“Board Appointed Director”*** means a person appointed to the Board pursuant to Article 26B, the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Article 37 of this Constitution.

**“Code”** means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.

**“Non financial member”** means a member who has not paid all joining fees, subscriptions, levies, and other payments to the Club by the relevant due dates.

**“Quarter”** means a period of 3 months ending on 31 March, 30 June, 30 September, or 31 December.

- (b) **deleting** the definition of “Financial member” in Rule 2 and inserting new definition of “Financial member”:

**“Financial member”** means a member of the Club who has paid all joining fees, subscriptions, levies, and other payments to the Club by the relevant due dates.”

- (c) **inserting** new Rule 26A:

*“A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 42 on the first day that they enter the Club’s premises during that period.”*

- (d) **inserting** the following words after the words, “the full name, address” in Rule 36 (a):

*“, the email address, telephone number,”*

and **deleting** the word “occupation”.

- (e) **deleting** from Rule 36(b) the words “and address”.

- (f) **deleting** Rule 39(a) and **inserting** new Rule 39(a):

*“For the purposes of section 30 (2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.”*

- (g) **deleting** from Rule 40A the words “any member who is not a Financial member (as defined in Rule 2)” and inserting the words “a Non-Financial member”.

- (h) **deleting** Rule 41 and **inserting** the following new heading and Rule 41:

**“NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS**

*41 Every member must advise the Secretary of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.”*

- (i) **deleting** Rule 42(a) and **inserting** new Rule 42(a):

*“(a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:*

*(i) the name in full; and*

*(ii) the address;*

*(iii) the date on which the entry of the member’s name in the register is made;*

*(iv) for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (excluding Life members).”*

- (j) **inserting** the following new Rule 50 (c):

“(c) *The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 50 (a). The following provisions shall apply in respect of Board Appointed Directors*

- (i) *The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.*
- (ii) *A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.*
- (iii) *The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed nine (9).”*

(k) **inserting** new Rule 50B:

*“A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.”*

(l) **deleting** Rule 51 (e) and **inserting** the following new Rule 51(e):

*“In the event of an election by ballot being required, the election of the Board shall be determined on the “first past the post” system and shall be conducted either:*

- (i) *by a ballot conducted at the premises of the Club at such days and times to be determined by the Board prior to the Biennial General Meeting; or*
- (ii) *in accordance with a Board approved voting method (which may include the use of electronic voting). Should the Board approve of another voting method, at least five (5) days before the commencement of voting the Chief Executive Officer shall display a notice on the Club’s website and on the Club noticeboard which confirms:*
  - (1) *the approved methods of voting; and*
  - (2) *the procedures to be followed for voting;*
  - (3) *the dates and times when eligible members can vote;*
  - (4) *any other details which may be required for voting.”*

(m) **inserting** the following new Rule 51(f):

*“The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 51 is not strictly complied with provided there is no substantive injustice for any candidates.”*

(n) **inserting** the following words at the end of Rule 55 (n)(i):

*“The Board has the power to dissolve committees or remove committee members from office.”*

(o) **inserting** the following new Rule 64A:

*“In addition to Rule 64, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.”*

(p) **inserting** the following new Rules 66A 12A and 12B:

***“Training Disclosures***

66A.12A *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.*

66A.12B *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."*

(q) **inserting** new Rules 67(j) to (q) inclusive:

- "(j) if he or she was not eligible to stand for or be elected or appointed to the Board.*
- (k) if he or she ceases to hold the necessary qualifications to be elected or appointed to the Board.*
- (l) if he or she is convicted of an indictable offence (unless no conviction is recorded).*
- (m) if he or she is not a Financial member of the Club.*
- (n) if he or she is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.*
- (o) if he or she is removed from office as a director in accordance with the Act and this Constitution.*
- (p) if he or she does not hold a Director Identification Number (unless exempted from doing so)*
- (q) If he or she dies."*

(r) **inserting** the following new Rule 76A:

*"76A The chairperson:*

- (a) is responsible for the conduct of the general meeting; and*
- (b) shall determine the procedures to be adopted and followed at the meeting;*
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting."*

(s) **inserting** the following new Rules 80A to 80D inclusive:

*"80A 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 or any resolution passed at a postponed meeting. This Article will not operate in relation to a meeting called pursuant to a request or requisition of members.*

*80B 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.*

80C *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*

80D *If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.”*

(t) **deleting** Rules 94 to 95C inclusive and **inserting** the following new Rues 94 to 95B inclusive:

“94. *Without limiting the provisions of the Corporations Act, 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;*

(c) *By sending it to the electronic address of the member;*

(d) *By sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member’s address containing instructions on how to access the notice.*

95. *Where a notice is sent to a member in accordance with Rule 94(a), the notice is deemed to be received on the day it is given to the member.*

95A. *Where a notice is sent to a member in accordance with Rules 94(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*

95B. *Where a notice is sent to a member in accordance with Rule 94(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.”*

(u) **inserting** new Rules 98 and 98A:

**“MEETINGS AND VOTING**

98. *In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):*

(a) *distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means, and/or*

(b) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*

(c) *allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club.to vote in person or by electronic means.*

98A. *If there is any inconsistency between Rule 98 and any other provision of this Constitution, Rule 98 shall prevail to the extent of that inconsistency.”*

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**Notes to Members on the 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, Gaming Machines Act, Liquor Act, and the Registered Clubs Act (RCA)*.



2. **Paragraphs (a) and (b)** insets new definitions of *Board Appointed Directors, Code, Financial member, Non-Financial member and Quarter* and replaces existing *Rule 2*
3. **Paragraph (c)** inserts a change to the RCA which allows the Club to allow a temporary member to only have to sign in once if they are visiting the Club for up to a seven-day period
4. **Paragraphs (d), (e) and (f)** amend the existing requirements for membership applications to remove the requirement for a club to record the occupation of a new member and also remove the requirement to include the address of an applicant for membership on the noticeboard and to include the applicant's email address and telephone number in the membership application.
5. **Paragraph (f)** amends the provision dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA. The Board do not however intend on changing the current arrangement whereby annual subscriptions are payable by members.
6. **Paragraph (g)** slightly amends the introduction to Rule 40A **which** set out the restrictions on the rights and privileges of non-financial members.
7. **Paragraph (h)** clarifies that members must notify the Club of changes to their contact details.
8. **Paragraph (i)** amends Rule 42 to clarify the Club no longer needs to keep details of the occupation of a member in its Register of members.
9. **Paragraph (j)** enshrines in the Constitution the Board's legislative power to appoint up to two (2) directors to the Board (who are not elected by members or appointed by the Board to fill casual vacancies).
10. The Registered Clubs Act and Registered Clubs Regulations enable boards of registered clubs to appoint up to two (2) directors (who are not elected by members or appointed by the Board to fill casual vacancies) to the Board.
11. This means that the Board may appoint up to two (2) directors to the Board.
12. For the avoidance of doubt:
  - (a) the directors appointed to the Board are in addition to the seven (7) directors elected by members or appointed by the Board to fill casual vacancies so the Board could consist of 9 directors; and
  - (b) the Board is not required to appoint persons to the Board, but it may do so if it wishes;
  - (c) any person appointed by the Board to be a director only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in this Constitution such as belonging to a particular category of membership or being a member for a specific period of time before standing for or being elected or appointed to the Board;
13. If a person is appointed to the Board, the Club must, within twenty-one (21) days of the appointment, display a notice on the Club's noticeboard and website stating:
  - (a) the reasons for the person's appointment, and
  - (b) the person's relevant skills and qualifications, and
  - (c) any payments to be made to the person in connection with his or her appointment.
14. This amendment allows the Board to identify persons with particular skills, expertise and experience which may be beneficial to the Club and allow the Board to appoint those persons to the Board.
15. For example, the Club may undertake a major construction project in the future and none of the directors at the time may have expertise in construction. This amendment allows the Board to identify and appoint a person or persons with expertise in construction who will be able to assist the Club in completing the construction project.

16. **Paragraph (k)** inserts a new Rule 50B which requires all directors to have a Director Identification Number as required under the Corporations Act.
17. **Paragraphs (l) and (m)** amend the Rules relating to the Board election process to allow for the use of electronic voting. It also clarifies that if the election process is not strictly complied with, so long as no substantive injustice occurs, the election process remains valid.
18. **Paragraph (n)** clarifies that the Board has the power to dissolve Sub clubs.
19. **Paragraph (o)** clarifies that a Board resolution can be passed by way of email. This is permitted by the *Corporations Act*.
20. **Paragraph (p) updates the** existing provisions relating to corporate governance and accountability by referring to the requirement for the Club to keep details of training undertaken by Directors of the Club to bring the Constitution into line with the *Corporations Act*, the *Registered Clubs Act*, and the *Registered Clubs Accountability Code*.
21. **Paragraph (q)** adds in additional grounds for a casual vacancy to arise on the Board including if the person was not eligible to be elected to the Board in the first place, and if the person was suspended from membership for a period of more than 3 months for disciplinary reasons or they were removed from office by a vote by members at a general meeting of the club.
22. **Paragraph (r)** clarifies that the Chairperson of a general meeting is responsible for the proper conduct of the meeting and the members in attendance.
23. **Paragraph (s)** adds in new rules 80A to 80D inclusive relating to general meetings (including Annual General Meetings) including giving the Board the power to cancel or postpone a meeting except one called at the request of members to bring the Constitution into line with the Corporations Act.
24. **Paragraphs (t) and (u)** amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds a new Rules 98 and 98A which reflects recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents relating to a meeting electronically.

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### **General Business:**

Members who wish to raise items of general business are required to submit those items in writing to the Secretary by 2.30pm Saturday 16<sup>th</sup> July 2022.

### **Notice to Members about the Annual Financial Reports**

Members are advised that section 316A of the Corporations Act provides that if members want copies of the financial report, the Directors report and the Auditor's report for the financial year to be sent to them they need to notify the Club in writing. The Club will not be posting out these reports to every member, but only to those members who have given written notice to the Club that they require copies to be sent to them either by post or by email at the email address provided to the Club.

### **Notice to Members on WGEA Reporting**

In accordance with the requirements of the Workplace Gender Equality Act 2012 (Act), we confirm that on 8th June 2022, Bathurst RSL Club Limited lodged its annual public report with the Workplace Gender Equality Agency. A copy of the report can be found at <https://www.bathurstsl.com.au/about-us>

By direction of the Board:



Peter Sargent  
**Chief Executive Officer**