

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is given that the next Annual General Meeting of Blacktown Workers' Club Ltd ACN 000 858 006 (the '**Club**') will be held at Workers Blacktown, 55 Campbell Street, Blacktown, New South Wales at **9:00am on Sunday, 19 April 2020**

BUSINESS

- I. Apologies.
- II. Confirmation of the Minutes of the previous Annual General Meeting held on 7 April 2019.
- III. To receive and consider the Directors' Report.
- IV. To receive and consider the Financial Report and the Auditor's Report.
- V. To consider and, if thought fit, to pass Ordinary Resolution **1** to approve Directors' benefits.
- VI. To consider and, if thought fit, to pass Ordinary Resolution **2** to approve Directors' Honoraria.
- VII. To consider and, if thought fit, to pass Ordinary Resolution **3** to approve Life Members, VIP members and Tin Shed members benefits.
- VIII. To consider and, if thought fit, to pass Ordinary Resolution **4** to appoint BDO Audit Pty Ltd as the Club's auditor.
- IX. To consider and, if thought fit, to pass the Special Resolution to adopt a new Constitution for the Club.
- X. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months before the Annual General Meeting (if any has been received).
- XI. Any other business brought forward in accordance with the Constitution.

NOTES:

Members can view and download the Club's Annual Report for the financial year ending 31 December 2019 from 20 March 2020 on the Club's website www.workersclub.com.au by clicking on 'Publications'. The Club will send a copy of those reports by email or post to any Full Member who makes a written request to the Chief Executive Officer.

Members can choose to receive Notices of AGM and special General Meetings, along with associated materials such as Board election information, by email. If you would like to receive these documents by email, please notify the Club in writing and nominate your preferred email address, or, tick the box on the membership form next time you renew your membership.

ORDINARY RESOLUTION 1

That pursuant to the Registered Clubs Act 1976 the members approve and agree to the members of the Board receiving the following benefits to a total value not exceeding \$200,000 (plus GST) during the period preceding the next Annual General Meeting, and, the members further acknowledge that these benefits are not available to members generally but only to those members who are elected as Directors of the Club and those other members referred to in this resolution:

- 1 A reasonable meal and refreshment to be associated with each Board meeting of the Club;
- 2 The reasonable costs of Directors and their partners attending functions (including, but not limited to, corporate sponsorship/box events, promotions, and charity events) on behalf of the Club;
- 3 The right for Directors to incur reasonable expenses in travelling to and from Directors meetings or to other constituted meetings as approved by the Board from time to time to be reimbursed on the production of invoices, receipts or other proper documentary evidence of such expenditure;

- 4 The reasonable cost of Directors and partners attending ClubsNSW meetings and meetings of other Associations of which the Club is a member;
- 5 The reasonable costs of Directors attending seminars, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
- 6 The reasonable costs of Directors attending other registered clubs and other venues which are the same or similar as facilities that are operated (or proposed to be operated) by the Club, for the purpose of viewing and assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- 7 The provision of Board apparel for the use of Directors when representing the Club and dry-cleaning costs as required;
- 8 The provision of car parking spaces adjacent to the Club for Directors;
- 9 The reasonable costs of entertaining guests of the Club; and
- 10 The reasonable costs of an annual dinner for the Board and their partners.

EXPLANATORY NOTES – ORDINARY RESOLUTION 1

- 1 Under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**) benefits may only be given to Directors and others representing the Club, which are not also available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members.
- 2 Ordinary Resolution 1 will be passed if a simple majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

ORDINARY RESOLUTION 2

That the members approve the payment of the following honoraria to the Directors of the Club to the total aggregate sum of \$87,000 per annum (plus superannuation required to be paid by law) to be paid monthly in arrears for every month a Director holds office, in respect of services to the Club until the next Annual General Meeting, allocated as follows:

- 1 President – \$12,000 per annum (\$1,000 per month);
- 2 Each other member of the Board Executive (Snr Vice President, Vice President and Treasurer) - \$10,000 per annum (\$833 per month); and
- 3 Each other Director – \$9,000 per annum (\$750 per month),

provided that if any Director serves in office for any period of less than a calendar month, then the payment for that month will be prorated daily.

EXPLANATORY NOTES – ORDINARY RESOLUTION 2

- 1 Under the *Registered Clubs Act* honoraria payable to the President and other Directors must be approved by ordinary resolution. Members are advised that where required by law, the Club will make superannuation contributions in addition to the honoraria at a level which is sufficient to ensure that the Club is compliant with superannuation guarantee legislation.
- 2 The members who are eligible to vote on this resolution are those members who are entitled to vote on the election of the Board.
- 3 Ordinary Resolution 2 will be passed if a simple majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

ORDINARY RESOLUTION 3

That pursuant to the Registered Clubs Act 1976 the members approve and agree to expenditure by the Club of an amount not exceeding \$10,000 (plus GST) during the period preceding the next Annual General Meeting for special events held for Life Members, VIP Members and other members being the original holders of membership known as the 'Tin Shed Members' including the annual lunch, and such expenditure may include arranging and providing transport for any Life Member, VIP Member or Tin Shed Member to and from such an event if considered appropriate by the Board.

EXPLANATORY NOTES – ORDINARY RESOLUTION 3

- 1 This resolution is proposed to enable the Board to approve expenditure, within the limit set out in the resolution, to provide benefits associated with the annual lunch and other special events to recognise our Life Members, VIP Members and Tin Shed members. The resolution acknowledges that there may be circumstances where it is appropriate to provide transport for some of those members in order to enable them to attend.
- 2 Ordinary Resolution 3 will be passed if a simple majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

ORDINARY RESOLUTION 4

That BDO Audit Pty Ltd be appointed as the auditor of Blacktown Workers' Club Ltd ACN 000 858 006 (**Club**):

- 1 on and from the conclusion of the Club's Annual General Meeting on 19 April 2020; or
- 2 on and from the date on which the Australian Securities and Investments Commission consents to the resignation of BDO East Coast Partnership as auditor of the Club,

whichever occurs later.

EXPLANATORY NOTES – ORDINARY RESOLUTION 4

- 1 This resolution is regarding the national integration of BDO which will include transitioning the audit engagements from BDO East Coast Partnership to BDO Audit Pty Ltd. The requirements for this process are that the audit firm provides a resignation letter from BDO East Coast Partnership and a consent to act as BDO Audit Pty Ltd.
- 2 On 17 March 2020 the Club received a nomination to appoint BDO Audit Pty Ltd as the Club's auditor, and a copy of the nomination is **attached**.
- 3 BDO East Coast Partnership has given notice of its intention to resign as auditor of the Company (under section 329(5) of the Corporations Act 2001). Subject to ASIC consenting to the resignation of BDO East Coast Partnership, if this resolution is approved then BDO Audit Pty Ltd will be appointed as auditor of the Club.
- 4 There are no disagreements between the Club and the current auditor and there are no reasons that give rise to an inability to complete any audit under the Corporations Act 2001 or National Consumer Credit Protection Regulations 2010.
- 5 BDO Audit Pty Ltd has given its written consent to act as the Club's auditor subject to this resolution being approved.
- 6 This change will have no impact on the auditor's responsibility and will not result in any change to the BDO staff that deal with the Club. The only noticeable change will be that correspondence related to the audit will be signed by the BDO partner as a Director of BDO Audit Pty Ltd.
- 7 Ordinary Resolution 4 will be passed if a simple majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

SPECIAL RESOLUTION

That the Constitution of Blacktown Workers' Club Ltd ACN 000 858 006 (**Club**) be repealed, and, the Constitution in the form presented to the Annual General Meeting and signed by the Chairperson of the meeting for the purpose of identification be adopted as the Club's new Constitution.

NOTES TO MEMBERS REGARDING THE SPECIAL RESOLUTION

1 About the Special Resolution

- 1.1 The resolution to adopt a new Constitution will be put to members for consideration as a Special Resolution in accordance with the *Corporations Act 2001* (Corporations Act).
- 1.2 If this Special Resolution is passed, then the Club's existing Constitution will be entirely replaced by the new Constitution.
- 1.3 A copy of the proposed new Constitution which will be presented to the members at the Annual General Meeting is available for members from the office of the Chief Executive Officer on request. Members may collect a copy during the Club's normal office hours or request a copy by post or email.
- 1.4 The main purpose of the new Constitution is to update the Club's rules to reflect current law applicable to registered clubs and the Club's operations, and to assist with streamlining the Club's operations.
- 1.5 The Board encourages members to read the proposed new Constitution carefully and attend the Annual General Meeting to vote on this important resolution for our Club.

2 Summary of important matters in new Constitution

Not all changes to the Constitution are set out in this notice as some are of a more administrative nature, for example, streamlining the rules relating to membership registers with reference to the current legislation. However, some significant matters for consideration by members in relation to the new Constitution include:

2.1 Interpretation

The rules for interpretation of the new Constitution are set out in rule 1 of the new Constitution. A decision of the Board on the construction/interpretation of the Constitution and any by-laws/rules of the Club is binding, unless varied or revised by a Court.

2.2 Objects

A simple list of core objects of the Club has been set out in rule 4 of the new Constitution.

2.3 Guarantee amount

There is **no change** to the members' guarantee amount of \$2 (which would only be payable if the Club is ever wound up). Members are referred to rule 6.1 of the new Constitution.

2.4 Membership classes

- (a) There is **no change** to the current membership classes of the Club. Current members of the Club will remain in their existing class of membership if the new Constitution is adopted. Members are referred to rule 7 of the new Constitution which sets out the membership classes, and rule 8 which sets out the rights of members.
- (b) New membership applications must still be approved by the Board or an election committee under the new Constitution.
- (c) Under rule 7.6 of the new Constitution, an Ordinary member of the Club can be elected to Life membership by a 2/3 majority resolution of the eligible members present and voting at an AGM, provided the person has been a member for at least 10 years (in aggregate),

2.5 Voting rights of members

- (a) There is **no change** to the rights of members to vote at General Meetings (including Annual General Meetings) and on the election of the Board under the new Constitution. Members are referred to rule 8 of the new Constitution.
- (b) If a member wants to challenge another members' right to vote at a meeting, then it will need to be raised at the relevant meeting, and the Chairperson will make a determination. Members are referred to this new rule 22.6(c) of the new Constitution.

2.6 Cessation of membership

- (a) If a person has not paid their membership subscription or any other money due to the Club within 60 days after the due date, they would cease to be a member of the Club under rule 9.1(a)(iv) of the new Constitution. However, the Board will have the discretion to allow a longer period for members to pay where deemed appropriate.

Example: The Board could resolve to allow a longer time for payment of membership subscriptions if members were unable to pay by the due date for an appropriate reason, such as, if a power outage interrupted the Club's payment systems.

- (b) Under the new rule 9.1 in the new Constitution a person will also cease to be a member of the Club if they die, they resign in writing, or if they resign by returning their membership card and giving verbal/written notice of resignation.
- (c) As under the current Constitution, a person also ceases to be a member if they are expelled from membership in disciplinary proceedings under the new Constitution.

2.7 Address for members

Members must currently notify the Club of any change to their address, and the new Constitution will also require members who have nominated an electronic address (such as email) to notify the Club of any change. This is important so that relevant communications, such as notice of the Annual General Meeting, can be sent to members.

2.8 Disciplinary Proceedings

The rules for disciplinary proceedings of members remain substantially similar, and members are referred to rule 13 of the new Constitution. Any decision to reprimand, suspend, or expel a member must be passed by a 2/3 majority resolution of the Board (or disciplinary committee members) present and voting at the disciplinary meeting under the new Constitution.

2.9 Exclusion from the Club's Premises

- (a) Rule 14 of the new Constitution sets out circumstances in which members can be refused entry, or be required to leave, the Club's premises in serious circumstances.

Example: This Rule would apply if a person is intoxicated or disorderly or engages in conduct which is unbecoming of a member of the Club, prejudicial to the interests of the Club or which may render the member unfit for membership.

- (b) If a person is refused entry or required to leave under rule 14 of the new Constitution by Club management or another authorised person (such as police) then they can be suspended under that rule for up to 6 weeks to allow time for any disciplinary charge to be heard and determined by the Board/disciplinary committee (in which case the decision of the Board or committee will take effect).
- (c) Also, the Board and/or management may refuse any person access to the premises in accordance with the Club's responsible service of alcohol policy or responsible conduct of gambling policy under rule 14.2 of the new Constitution.

2.10 **Guests**

Members will be prohibited from signing a guest into the Club if the guest is a person who has been expelled, is currently suspended from membership, has had their application for membership rejected, or, is a former Club employee dismissed for misconduct. Members are referred to rule 16 of the new Constitution for the rules relating to guests.

2.11 **Board elections**

- (a) There is **no change** to the rights of members to stand for election to the Board under the new Constitution.
- (b) The Board election procedure in the new Constitution has been updated:
 - (i) to allow for electronic voting, and for publication of election information under the Constitution on screens in the Club's premises (as well as on noticeboards), in case this is considered to be appropriate at some time in the future;
 - (ii) to provide for the Secretary to refuse to publish any information provided by a Board candidate for their profile which is incorrect, misleading, offensive or which would breach any law if published;
 - (iii) so the Returning Officer will have the final decision as to whether any vote has been validly cast (in accordance with the Constitution);
 - (iv) so the Returning Officer may delegate some of their functions to duly authorised delegates to help ensure the election can proceed in an orderly way, for example, determining which members are entitled to vote under the Constitution and counting the votes;
 - (v) to include a power of the Board to pass by-laws which are not inconsistent with the Constitution regarding the procedure for nomination and the conduct and declaration of elections, so that procedures can be put in place as needed (for example, if electronic voting is adopted in future). By-laws must be published on the Club noticeboard for the information of members before they take effect.
- (c) Members are referred to rule 17 of the new Constitution which sets out the election process.

2.12 **Powers of the Board**

The business of the Club is to be managed by or under the direction of the Board. The Board also has the power to exercise all the rights and powers of the Club, except for those matters that must be decided by the members in a General Meeting (including the Annual General Meeting) under the Constitution or by law. The powers of the Board are set out in rule 18 of the new Constitution.

2.13 **Board disclosures**

Directors are required to disclose any material personal interest they may have in the affairs of the Club, in accordance with the *Corporations Act 2001* and the *Registered Clubs Accountability Code*. Directors may enter into contracts with the Club, provided that the procedure under the *Registered Clubs Accountability Code* for disclosure of interests and Board approval of the relevant contract are followed. Members are referred to rule 20 of the new Constitution for more information about these procedures.

2.14 **Secretary/Chief Executive Officer**

The responsibilities of the Company Secretary/Chief Executive Officer have not been set out in detail in the new Constitution. The Secretary/Chief Executive Officer is to be employed on the terms and conditions approved by the Board, and their duties will be dealt with in the contract of employment and under the applicable law.

2.15 Notices to members

The procedures for giving notices to members, such as the Notice of Annual General Meeting, are now set out in rule 25 of the new Constitution. Members may elect to receive notices by post or electronically, by giving the Club written notice.

2.16 Mortality Fund

The rules relating to the Mortality Fund have **not been changed** in the new Constitution, they have just been re-numbered. Members are referred to rule 27 of the new Constitution.

3 General notes for members

- 3.1 The Special Resolution will be passed only if a three quarters majority of the members present and voting (being eligible to do so) vote in favour of the resolution.
- 3.2 Financial Full members of the Club are entitled to vote on the Special Resolution. Proxy voting is not permitted, and employees are prohibited from voting under the Registered Clubs Act.
- 3.3 Members will be given a reasonable opportunity to speak and ask questions about the Special Resolution at the Annual General Meeting.
- 3.4 The Special Resolution must be considered as a whole, and the substance of the resolution cannot be amended by motions from the floor of the meeting.

GENERAL MEETING NOTES FOR MEMBERS

- 1 Financial Life members, HCC Life Members, VIP members and Club members are entitled to vote on each Ordinary Resolution.
- 2 Employees are not permitted to vote, and proxy voting is not permitted, under the Registered Clubs Act.
- 3 A copy of the current Constitution is available to members on request from the Club's Member Services office.
- 4 Members wishing to attend are reminded to be in attendance in time to register before the meeting commences at 9am. Registration will open at 8am on the day.

BY ORDER OF THE BOARD

FRANK RAITI
Chief Executive Officer and Secretary

20 March 2020

17 March 2020

I Kay Kelly, a member of Blacktown Workers' Club Limited, hereby nominate to appoint BDO Audit Pty Ltd as the Club's auditor.

Regards,

A handwritten signature in black ink that reads "Kay Kelly". The signature is written in a cursive style with a large, looped 'K' and 'y'.

Kay Kelly

Member # 50

Blacktown Workers' Club Limited