



CABRA-VALE EX-ACTIVE SERVICEMEN'S CLUB LIMITED

# NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of members of Cabra-Vale Ex-Active Servicemen's Club Limited will be held on Sunday 16 May 2021 commencing at 10:00 am in the Club Auditorium (and overflow rooms if needed and also using technology, if and to the extent reasonably necessary such as to ensure appropriate social distancing), at 1 Bartley Street Canley Vale NSW 2166.

## BUSINESS

1. **Opening.**
2. **Attendance and quorum.**
3. **Apologies.**
4. **Special Resolution: Removal of postal voting.** To consider and if thought fit, pass the following resolution as a special resolution:

That the Club's Constitution be amended to remove all provisions for postal voting in elections for positions on the Board, by amending the following Rules as indicated.

*26(a) Amendment to read:*

Each election is by a secret ballot.

*26(c) Deletion of the last Item of the election process timetable completely; and also amendment of Item 4, first column, to read:*

Call for nominations by notice from the Returning Officer exhibited on the Notice Board, with details of the Nomination Period and Voting Period (see below).

*28(n) Deletion of the existing wording and replacement with "(Intentionally deleted)".*

*28(o) Amendment to read:*

Voting must be by attendance at one of the Club's RCA Premises. The Returning Officer must arrange for a ballot box to be available at each of those premises at all times during the Voting Period and for ballot papers to be available for members wishing to vote. Members wishing to vote must attend in person and identify themselves to the satisfaction of the Returning Officer and cast their vote into the ballot box using the ballot paper supplied to them by the Returning Officer.

*46(e) Deletion of the existing first paragraph and replacement with;*

Despite anything in Rule 28 or elsewhere in this Constitution, the Board by By-law may approve of the provision of or publication to members, of details of a ballot for the election of the President, Vice President, or other directors, and of the prescribed details and photos of the candidates, by means of one or more electronic (digital) methods (including online or by the use of other technology).

**EXPLANATORY NOTE - SPECIAL RESOLUTION: REMOVAL OF POSTAL VOTING**

*Members vote before the AGM every second year, to elect a President, a Vice President and seven other directors – where there are more nominations than positions available.*

*Members are not obliged to vote and historically only a small proportion of members who are otherwise entitled to vote, have chosen to vote in Board elections.*

*The general requirement is that a member wishing to vote must do so by attending at one of the Club's premises and casting their vote in a ballot box at those premises during the Voting Period – which currently must be five consecutive days including a Saturday and Sunday, and a minimum of 6 hours each day, set by the Returning Officer to allow time for the counting of votes before the AGM.*

*However, currently as an exception the Constitution allows any member eligible to vote who feels that they are unable to attend and vote at the premises, to vote by post after making an application to the Returning Officer to do so (sometimes referred to as absentee voting).*

*The proposed resolution will remove that provision for postal voting. The proposed resolution otherwise will not make any change of substance in relation to the conduct of elections or voting.*

*The law does not require the Club to have provision for postal voting. Different clubs choose to take different approaches.*

*During the last few years several groups of members by submissions to the Board and at annual general meetings, have strongly advocated for the removal of provision for postal voting.*

*Historically there has been a substantial amount of postal voting in Club elections, where the postal votes from members who presumably currently cannot or do not use the Club's premises. Potentially those postal votes may end up deciding the results of elections and in a way potentially contrary to the wishes of those other voting members who can and do use the Club's premises and who may be regarded as having an even closer and more legitimate interest.*

*Also, whilst it is a matter for political debate, it is more difficult for the Club to be sure that a postal vote is a valid vote by the member concerned in person of their own free will and not in breach of the Club's duty under the legislation to not allow proxy voting.*

*And whilst this is of secondary relevance, it is more expensive for the Club to organise postal voting.*

*Taking full account of the pros and cons, the present Board recommend the proposed resolution.*

*The present Board recommend the proposed resolution.*

- 5. Special Resolution: Extension of Voting Period.** If but only if the previous proposed special resolution in relation to the removal of postal voting is duly carried: to consider and if thought fit, pass the following resolution as a special resolution:

*That the item of the election process timetable in Rule 26(c) dealing with the Voting Period be amended by substituting the following in the second column:*

*Being 10 days including a Saturday and Sunday, but not necessarily consecutive, and a minimum of six hours each day - set to allow time for the counting of votes before the AGM.*

**EXPLANATORY NOTE - SPECIAL RESOLUTION: EXTENSION OF VOTING PERIOD**

*The existing Voting Period during which the ballot for the election of directors is open (when a ballot is required) is set by the Returning Officer but must be five consecutive days including a Saturday and Sunday, and a minimum of six hours each day.*

*The proposed resolution will double the time of the Voting Period to ten days, not necessarily consecutive, but still including a Saturday and Sunday and still with voting being open for a minimum of six hours each day.*

*The amendment is proposed so that there will be more opportunity for members to vote in election*

*ballots and to increase the opportunity for voting by members who otherwise might have exercised a postal vote - noting the previous proposed special resolution for the removal of postal votes.*

*The present Board recommend the proposed resolution.*

**6. Special Resolution: Exclusion of ex-employees from Board positions.** To consider and if thought fit, pass the following resolution as a special resolution:

*That the Club's Constitution be amended to exclude ex-employees from Board positions, subject to possible exemption, by adding a new rule 22(b) reading as follows (and renumbering the following existing provisions within rule 22 accordingly):*

*(b) has ever been an employee of the Club – although this disqualification does not apply to any former employee of the Club who held a Board position immediately prior to the meeting at which this provision is inserted in the Constitution;*

***EXPLANATORY NOTE - SPECIAL RESOLUTION: EXCLUSION OF EX-EMPLOYEES FROM BOARD POSITIONS***

*Under the legislation, any existing employee is prohibited from holding any position on the Board whilst they are employee.*

*In addition, currently as a consequence of various provisions in the existing Constitution the soonest that a former employee of the Club can hold any position on the Board is eight years after the termination of their employment.*

*Under the current Constitution there is however the possibility of that being reduced to a minimum of five years if a Board resolution supported by not less than six directors waives the prohibition on an ex-employee becoming a member within three years of the termination of their employment).*

*Different clubs take different approaches to this issue. Part of the context here is that what is appropriate for this Club as a metropolitan club with a huge membership and one of the most financially successful clubs, would possibly not be appropriate or workable for a small club in a country town.*

*If passed, the proposed resolution will create a lifetime prohibition against any former employee of the Club holding any position on the Board.*

*However, under another, existing, provision of the Constitution – rule 24, a former employee could be exempted from that disqualification by a resolution supported by at least six directors. Any such exemption is limited to a single election, but with the possibility of further future exemptions.*

*The view of the current Board is that in many cases it is likely to be inherently inappropriate for a former employee to be on the Board because of the potential for at least the perception of conflicts of interest or the perception of the advancement of improper motives.*

*The current Board stresses that the concern here is about perception and also about recognising that in many cases it would be awkward for all concerned for a former employee to sit on the Board.*

*The Board recognises that the Club has a body of loyal and hard-working employees on whose shoulders rests the continuing success of the Club.*

*The Board certainly does not intend that this proposal should cast any aspersion on any current employee. The Board fully acknowledges that in any particular case it is unlikely that a former employee would in fact bring any actual conflict of interest or improper motive to a Board position.*

*And it is recognised that a former loyal employee may be identified as a potential significant contributor to the Board in circumstances where there is less likely to be any perception of a conflict of interest or improper motive. That opportunity will still be available through the mechanism of an exemption in particular cases by a Board resolution supported by a super majority as referred to above.*

*So the proposal still leaves open the possibility of a particular former employee taking a Board position.*

*The proposal is put as an absolute prohibition but with the possibility of an exemption, rather than a proposal for a Board to have the power to prohibit a former employee from taking a Board position.*

*That is because it would be both odious and divisive for a future Board to pass a resolution prohibiting a particular former employee.*

*Under the proposed resolution, the disqualification would not apply to any current director.*

*The present Board recommend the proposed resolution.*

**7. Ordinary Resolution: Increased Honorariums - Various Club officers.** To consider and if thought fit, pass with or without modification, the following resolution:

*That the members approve increases in the annual rates of the honorariums for the following Club officers in the following amounts (totalling \$30,000), in respect of their service to the Club in their respective positions, with retrospective effect from the date of the last Annual General Meeting until the next Annual General Meeting, and otherwise on the same basis as the honorariums approved at the last Annual General Meeting:*

*President \$5000*

*Vice-President \$4000*

*each other director \$3000.*

**EXPLANATORY NOTE - ORDINARY RESOLUTION: INCREASED HONORARIUMS - VARIOUS CLUB OFFICERS**

*At the 2020 AGM, members approved honorariums for those Club officers. At the time, it was unclear exactly how the pandemic would effect Club trading and because of that uncertainty the Board did not feel it was appropriate to provide for what would otherwise have been an appropriate increase over the previous year.*

*As it has turned out, overall Club trading through a combination of circumstances and good management, has not been adversely impacted by the pandemic and at the meeting the CEO will provide the details of recent trading compared to previous years.*

*Accordingly, it now seems appropriate to ask members to approve the increase that would otherwise have been proposed at the 2020 AGM, and the proposed resolution does so. If approved, the proposed increase will take effect as from the date of the 2020 AGM. Honorariums are paid on a pro rata basis throughout the year.*

*An honorarium may only be paid where approved by a resolution passed at a general meeting.*

*The payment of the honorarium in some cases may also require the club to pay a superannuation guarantee contribution at the minimum prescribed rates.*

*Under the club's legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.*

*The present Board unanimously recommend the proposed resolution.*

By authority of the Board



Boris Belevski | Chief Executive Officer

23 February 2021

**PLEASE READ THE FOLLOWING IMPORTANT NOTES**

**ALTERNATIVE ARRANGEMENTS**

If it necessary or appropriate due the pandemic or otherwise, to

- (a) Use overflow rooms (due to possible numbers attending or social distancing requirements), then that will be done, and directions given at the time of the meeting, with connections and participation facilitated by technology if necessary: or

- (b) Hold the meeting as a virtual meeting using technology, then members will be notified as early as possible and instructions provided.

### **OTHER CONSEQUENCES OF THE PANDEMIC**

Members are encouraged to allow extra time to gain access to the meeting room. Also please be patient regarding any delays due to social distancing or other hygiene or health measures that may be in place. Please observe all health and safety directions and cooperate with Club staff in accepting re-direction to overflow rooms if that becomes necessary.

Or if it becomes necessary to hold the meeting using technology:

- (a) please test the technology and your connection for yourself in advance to minimise problems, and also follow all instructions;
- (b) your contribution to the discussion of, and questions regarding a proposed resolution may have to be provided through a moderator in accordance with the instructions provided; and
- (c) you must not allow anyone else to use your access right or to vote for you.

### **NOTICE OF QUESTIONS OR REQUESTS FOR DETAILS**

Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer at least 14 days prior to the meeting, so that answers may be researched, if required.

### **ELIGIBILITY**

The following members are entitled to attend and vote at the general meeting: Life members; financial 40 Year members; financial Service members who have continuously been a member for at least the previous 12 months; financial Social members who have continuously been a member for at least the previous 12 months; and financial Campbelltown RSL members who have continuously been a member for at least the previous 12 months.

*NB However, only those who have been members for at least five years (counting membership in any membership class) and who did not become a member as a consequence of being a member of Campbelltown RSL Club at the time of the amalgamation with that club, are entitled to vote on the proposed resolutions in relation to amendment to the Constitution.*

### **EMPLOYEES AND PROXIES**

Employee members are not entitled to vote at the meeting. Under the registered clubs legislation, proxies are not permitted.

### **AUDITOR**

Notice of the meeting is being given to the Club's Auditor, who is entitled to attend.

### **VOTING**

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

A special resolution must receive votes in favour from not less than three quarters of eligible members who cast a valid vote in person at the meeting.

Whether the meeting is a physical meeting or a virtual meeting, your vote on any resolution will not be counted or effective unless you vote only at the time that the proposed resolution is put to the vote and not before, and get your vote lodged before that voting closes.

### **RESOLUTIONS**

It is a requirement under corporations law that any special resolution must be considered as a whole and cannot be altered by any motion at the meeting (except to correct grammatical or clerical errors).

It is also a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting.



## CABRA-VALE DIGGERS

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