



Campbelltown Catholic Club

Est. 1968

Notice of Annual General Meeting

**CAMPBELLTOWN CATHOLIC CLUB LIMITED
ACN 000 504 110**

Notice of Annual General Meeting

Notice is hereby given that the Fifty Ninth Annual General Meeting of the Campbelltown Catholic Club Limited ACN 000 504 110 will be held at the Club's premises, 20-22 Camden Road, Campbelltown on Wednesday 6 November 2024 at 7.00pm.

Notice is also given that nominations for the office of Director must be delivered to the Chief Executive Officer by no later than 8.00pm on 22 October 2024.

A detailed notice about the nomination process is on the Club's notice board and on the Club's website.

1. Minutes

To confirm the Minutes of the Fifty Eighth Annual General Meeting held on 1 November 2023.

2. Annual Reports

To receive and consider:

- the report of the Board of Directors for the year ended 30th June 2024;
- the Financial Report, including the Income Statement, Balance Sheet, Statement of Cash Flows and Statement of Changes in Equity for the year ended 30th June 2024;
- the Auditor's Report on the Financial Report for the year ended 30th June 2024.

Note to Members:

In order to provide an informed and properly researched response, members are requested to lodge questions in respect of the financial statements to the Chief Executive Officer (preferably in writing) 7 days prior to the Annual General Meeting.

3. Election of Directors

To elect three (2) Directors to hold office for a period of three (3) years.

Note to Members:

Social (Non-Catholic) members as well as General (Catholic) members are entitled to vote in the election for directors. However, Social members have no other voting rights and are not entitled to stand for election to the Board of the Club.

The Club Constitution provides for a three year term for Directors on a rotating basis. This is known as the "triennial rule". To achieve this, since 2009 the total number of Directors has been divided into three groups. The number of Directors in each group has to be equal in number or as nearly as practicable equal in number.

At each Annual General Meeting, the terms of office of the group of Directors that was last elected at the Annual General Meeting three years earlier come to an end.

Under the rotation system, the terms of office of Directors in Group 3 come to an end at this year's Annual General Meeting and nominations are called for these positions.

If more than two nominations for Group 3 Directors are received by the close of nominations (8:00pm on 22 October 2024), an election by ballot will be conducted. Those two Directors who are declared elected will hold office for three years.

4. Ordinary Resolutions

To consider, and if thought fit, pass the following six resolutions each of which is proposed as an Ordinary Resolution:

First Ordinary Resolution

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve expenditure by the Club not exceeding \$175,000 until the Annual General Meeting in 2025 for the following expenses subject to approval by the Board of Directors:
 - (i) Expenses involved in sponsorship of Affiliated Clubs.
 - (ii) Annual Community Leaders Dinner Expenses.
 - (iii) Presentations to Members or other persons acknowledging services deemed by the Directors as being of benefit to the Club.
 - (iv) Sponsorship of Sporting Events and Sport Persons deemed by the Directors to be of benefit to the Club and/or the Community.
 - (v) Providing complimentary meals and beverages to Life Members.
 - (vi) Reasonable expenses incurred by Directors in travelling by either private or public transport, to and from Directors or other duly constituted Committee Meetings, either within the Club or elsewhere - as approved by the Board, on production of documentary evidence of such expenditure.
 - (vii) The cost of meal and beverage for each Director at a reasonable time before or after a Board or Committee Meeting, on the day of that Meeting.
 - (viii) 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.
- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to Members generally, but only for those who are Directors of the Club, Life Members of the Club and those Members directly involved in the above activities.

Second Ordinary Resolution

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve expenditure by the Club not exceeding \$50,000 until the Annual General Meeting in 2025 for the professional development and education of Directors over the following twelve months, including:-
 - (i) The reasonable cost of Directors attending the Registered Clubs Association Annual General Meeting.
 - (ii) The reasonable cost of Directors attending Meetings of other Associations of which the Club is a Member.
 - (iii) The reasonable cost of Directors attending Seminars, Lectures, Trade Displays, Organised Study Tours, Fact-finding Tours and other similar events, as may be determined by the Board from time to time.
 - (iv) The reasonable cost of Directors attending mandatory training under the Registered Clubs Act and Regulations.
 - (v) The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.
 - (vi) Attendance at functions, with spouses where

appropriate and required, to represent the Club.

- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to Members generally, but only for those who are Directors of the Club.

Notes to Members on First and Second Ordinary Resolutions:

- The First Ordinary Resolution is to have members approve expenditure not exceeding \$175,000 for expenses incurred by the Club in sponsorships as set out in that resolution, reasonable expenses incurred by the Directors in the performance of their duties and expenses incurred by the Club in providing meals and beverages to Life Members when they attend the Club. This amount is the same as the amount approved by members at the Annual General Meeting in 2023.
- The Second Ordinary Resolution is to have members approve expenditure not exceeding \$50,000 for expenses incurred by the Club for Directors to attend conferences, seminars, lectures, trade displays and other similar events and to visit clubs to enable the Directors to be kept abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business. The sum approved by the Second Ordinary Resolution is also for the costs of mandatory training for Directors under the Registered Clubs Act and Regulations. This amount is the same as the amount approved by members at the Annual General Meeting in 2023.
- To be passed, each Ordinary Resolution requires votes from a simple majority of members who, being eligible to do so, are present at the meeting and vote on the resolution.
- The Registered Clubs Act provides that:
 - members who are employees of the Club are not entitled to vote; and
 - proxy voting is prohibited.

Third Ordinary Resolution

That pursuant to the Registered Clubs Act the members hereby approve the payment by the Club of an honorarium to the director who is President of the Club in the sum of \$14,000 (inclusive of the Superannuation Guarantee Levy) in respect of the services performed by the President of the Club between the date of this meeting and the Annual General Meeting in 2025.

Fourth Ordinary Resolution

That pursuant to the Registered Clubs Act the members hereby approve the payment by the Club of an honorarium to the director of the Club who as determined by the Board has the School Liaison portfolio in the sum of \$9,500 (inclusive of the Superannuation Guarantee Levy) in respect of the services performed by the director in that portfolio between the date of this meeting and the Annual General Meeting in 2025.

Fifth Ordinary Resolution

That pursuant to the Registered Clubs Act the members hereby approve the payment by the Club of an honorarium to the director of the Club who as determined by the Board has the portfolio of Vice President in the sum of \$9,500 (inclusive of the Superannuation Guarantee Levy) in respect of the services

performed by that director in that portfolio between the date of this meeting and the Annual General Meeting in 2025.

Sixth Ordinary Resolution

That pursuant to the Registered Clubs Act the members hereby approve the payment by the Club of honorariums to the directors of the Club (other than those in the Third, Fourth and Fifth Ordinary Resolutions) in the sum of \$7,000 (inclusive of the Superannuation Guarantee Levy) for each director, in respect of the services performed by each director between the date of this meeting and the Annual General Meeting in 2025.

Notes to Members on the Third, Fourth, Fifth and Sixth Ordinary Resolutions:

- The Third, Fourth, Fifth and Sixth Ordinary Resolutions are to approve honorariums for the Board according to the positions held.
- Under the Registered Clubs Act directors can be paid honorariums in respect of their services as directors provided that the sum of money representing the honorariums has been approved by a resolution passed at a general meeting of members.
- The members entitled to vote on the Third, Fourth, Fifth and Sixth Ordinary Resolutions must be those who are entitled under the Club's Constitution to vote in the election of the Board.
- To be passed, each of the Third, Fourth, Fifth and Sixth Ordinary Resolutions requires a vote from a simple majority of members who being eligible to do so vote in person on each resolution at the meeting.
 - The Registered Clubs Act provides that:
 - members who are employees of the Club are not entitled to vote; and
 - proxy voting is prohibited.

5. First Special Resolution

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

That the Constitution of Campbelltown Catholic Club Ltd be amended by:

- (a) **inserting** after Rule 33 the following Rule 33A:
 "Persons wishing to join the Club shall be able to make an application for membership either in hard form or by using electronic means and in each case, as provided in Rules 34 and 35 but supplemented by any further directions and procedures as the Board may determine from time to time."
- (b) **inserting** in Rule 34 after the words, "Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing" the words, "either in hard form or created electronically".
- (c) **deleting** paragraph (d) of Rule 34 and in its place inserting the following new paragraph (d):
 "The email address (if any) of the applicant."
- (d) **deleting** Rule 35 and in its place inserting the following new Rule 35:

"35. (a) Every form of application for membership whether in hard copy or electronically, must be accompanied by:

- (i) the joining fee (if any) and the appropriate subscription (if any) for the class of membership applied for;
 - (ii) identification, such as (without limitation) a copy of a current drivers licence or a current passport issued to the applicant.
- (b) The identity of each applicant for membership will be verified using such systems (including facial recognition) as may be determined by the Board from time to time. Any applicant whose identity cannot be verified will not be admitted to membership and their application will be rejected.
 - (c) An applicant for membership whose identity has been verified and who has paid the joining fee (if any) and the appropriate subscription (if any) for the class of membership applied for may initially be admitted as a Provisional member.
 - (d) The full name of each applicant for membership shall be placed on the Club notice board and shall remain so posted for not less than seven (7) days.
 - (e) An interval of at least fourteen (14) days shall elapse between the receipt by the Club of an application for membership and the election of the applicant to membership of the Club pursuant to Rule 33."

Notes to Members on First Special Resolution

1. If passed, the First Special Resolution will slightly change the procedures for persons to make application to become members of the Club by allowing applications to be submitted electronically online as an alternative to hard copy applications.
2. The First Special Resolution also deletes the requirement for applications for membership to show the occupation of the applicant (there is no legal requirement for this) and in its place providing for the applicant to submit an email address (if any), as well as the applicant's full residential address.
3. It is hoped that in the future nearly all members will be able to be contacted by email at the email address nominated by them.
4. Finally, the First Special Resolution deletes a requirement that was once in the Registered Clubs Act that, as well as the name of an applicant for membership, the address of the applicant must be placed on the club noticeboard for a period of seven days. Now all that is required to be displayed is simply the full name of the applicant for membership.

6. Second Special Resolution

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

That the Constitution of Campbelltown Catholic Club Ltd be amended by:

- (a) deleting paragraph (a) of Rule 47 and in its place inserting the following new paragraph (a):
“(a) subject to Rule 49A the Board shall consist of not more than seven (7) directors comprising a President (elected by the directors in accordance with Rule 47(c)) and six (6) ordinary directors.”

Notes to Members on Second Special Resolution

1. In its current form, paragraph (a) of Rule 47 provides for the transition of the Board from nine (9) directors to seven (7) directors over a period of time.
2. As the transition was completed several years ago and the Board now comprises seven (7) directors, the transitional provisions in paragraph (a) of Rule 47 are no longer necessary and can be deleted as is the effect of the Second Special Resolution.
3. However, as currently provided in paragraph (a) of Rule 47, there is a reference to Rule 49A which allows the Board to appoint up to two persons as directors for a maximum term of office not exceeding three (3) years. If this power is used it could increase the Board to no more than nine (9) directors. This reflects what is permitted by Section 30(1)(d) (i) of the Registered Clubs Act.
4. This reference to Rule 49A has been retained.

Procedural Notes to Members on Special Resolutions

5. Only Life members and financial General members are entitled to vote on the Special Resolutions.
6. To be passed, a Special Resolution must receive votes in its favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
7. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
8. 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.

General Business

Note to Members

General business is an opportunity for individual members to make comments and recommendations to the Board.

By Order of the Board


Dated: 2 September 2024

Michael Lavorato
Chief Executive Officer