



The SS&A Club Ltd.

570-582 Olive Street (PO Box 548) , Albury, NSW, 2640 Australia

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email: admin@ssaclub.com.au web: www.ssaclub.com.au ABN 47 001 042 397

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 48th Annual General Meeting of The Albury Sailors, Soldiers & Airmen's Club Limited ("the Club") will be held on:

Date: Wednesday, 28th October 2020

Time: 6.00pm

Venue: The Albury SS&A Club
Auditorium, First Floor

Admission will only be by current membership card. Only Life members, Financial Ordinary members, Concession members and Senior members are entitled to vote upon any resolution considered at the Annual General Meeting.

Non-Local members and Staff members are entitled to attend the Annual General Meeting as observers, however, are not entitled to vote upon any resolution at the Annual General Meeting.

BUSINESS:

1. To receive and consider the Minutes of the Annual General Meeting held on 30th October 2019.
2. To receive and consider the Report of the Directors, the Financial Statements for the year ending 31st May 2020 and the Auditor's Report.
3. To consider Ordinary & Special Resolutions (**Notice of Resolutions – Pages 2 & 3**):
 - 3.1 To consider the First, Second & Third Ordinary Resolutions relating to Directors' Benefits and related matters.
 - 3.2 To consider the Special Resolution relating to an amendment to Rule 30.1(e) of the Club's Constitution to ensure that the manner in which information is provided to members is consistent with Rule 47.1 Of the Constitution.
4. To deal with any other business of which due notice has been given.
5. To deal with any other business that the meeting may approve of which due notice has not been given.
6. To declare the result of the 2020 Election of the Board of Directors (**Notice of Election Results – Page 4**).

By Direction of the Board

Gerard Darmody
Chief Executive Officer

Dated: 29 September 2020

2020 ANNUAL REPORT

The 2020 Annual Report containing the Report of the Directors, the Financial Statements for the year ending 31st May 2020 and the Auditor's Report is available to members from 7 October 2020:

- On our website: www.ssaclub.com.au
- From the Reception Desk at The SS&A Club
- Mailed on request Email: admin@ssaclub.com.au Telephone: 02 6041 2222

NOTICE OF RESOLUTIONS

NOTICE IS GIVEN that at the Annual General Meeting (AGM) of The Albury Sailors, Soldiers & Airmen's Club Limited ABN 47 001 042 397 (Club) which is to be held at:

Location: The SS&A Club, 570-582 Olive Street, ALBURY NSW 2640

Date: Wednesday 28 October 2020

Time: 6.00pm

The business of the AGM will include asking the members of the Club to consider and, if thought fit, pass the following three (3) Ordinary Resolutions and a Special Resolution to amend the Constitution of the Club.

FIRST ORDINARY RESOLUTION

"That pursuant to section 10(6A)(b) of the Registered Clubs Act 1976, the members hereby approve and agree to the expenditure by the Club in a sum not exceeding \$40,000 until the next Annual General Meeting of the Club for the following activities of Directors:

- a) The reasonable cost of meals and beverages for Directors in the Club;
- b) Reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings;
- c) The provision of Board Uniforms for the use of Club Directors when representing the Club;
- d) The reasonable cost of Directors travelling to attend meetings of ClubsNSW and seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
- e) The reasonable cost of Directors travelling to attend other registered clubs and casinos for the purposes 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, and
- f) Fringe Benefit Tax associated with Director's Expenses.

The members acknowledge that the benefits in paragraph (a) to (f) above are not available to members generally but only for those members who are Directors of the Club."

Explanatory Message to Members regarding the First Ordinary Resolution

Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the Registered Clubs Act 1976 allows a member to receive a benefit where it is not in the form of money and is approved by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

The First Ordinary Resolution seeks the members' approval for the expenditure by the Club of a sum not exceeding \$40,000 for the matters referred to in paragraphs (a) to (f) of the First Ordinary Resolution.

SECOND ORDINARY RESOLUTION

"That pursuant to section 10(6A)(b) of the Registered Clubs Act 1976, the members hereby approve and agree to the expenditure by the Club in a sum not exceeding \$20,000 until the next Annual General Meeting of the Club for the purpose of the Directors holding Strategic Board Meetings and Workshops to discuss the long-term planning of the Club.

The members acknowledge that the benefits referred to in this Second Ordinary Resolution are not available to members generally but only for those members who are Directors of the Club."

Explanatory Message to Members regarding the Second Ordinary Resolution

Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the Registered Clubs Act 1976 allows a member to receive a benefit where it is not in the form of money and is approved by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

The Second Ordinary Resolution seeks the members' approval for the expenditure by the Club of a sum not exceeding \$20,000 for the purpose of the Directors holding Strategic Board Meetings and Workshops to discuss the long-term planning of the Club.

THIRD ORDINARY RESOLUTION

"That pursuant to section 10(6A)(b) of the Registered Clubs Act 1976, the members hereby approve and agree to the expenditure by the Club in a sum not exceeding \$10,000 until the next Annual General Meeting of the Club for the purpose of the Club holding functions for Senior Members.

The members acknowledge that the benefits referred to in this Third Ordinary Resolution are not available to members generally but only for those members who are Senior Members and Directors of the Club."

NOTICE OF RESOLUTIONS

Explanatory Message to Members regarding the Third Ordinary Resolution

Section 10(1)(i) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the Registered Clubs Act 1976 allows a member to receive a benefit where it is not in the form of money and is approved by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

The Third Resolution seeks the members' approval for expenditure by the Club of a sum not exceeding \$10,000 for the purpose of the Club holding functions for Senior Members.

SPECIAL NOTE TO MEMBERS

Ordinary Resolutions 1 to 3 inclusive reflect the requirements of the Registered Clubs Act wherein the benefits received by Directors and certain other members, but not generally by all members, must be submitted for approval at the Annual General Meeting each year.

SPECIAL RESOLUTION

That the Constitution of Albury Sailors, Soldiers & Airmen's Club Limited ABN 47 001 042 397 (Club) be amended as follows:

- By deleting Rule 30.1 (e) and inserting instead the following new Rule 30.1(e)

(e) Each candidate may provide a recent photograph of themselves together with a profile of their candidature by way of summary, outlining personal, business and Club involvement that may assist voting members. The profile is to be not more than (50) words. A copy of each profile together with a recent photograph of the candidate will be made available to members in accordance with Rule 47.1

Explanatory Message to Members regarding the proposed Special Resolution

The amendment to Rule 30.1(e) is proposed in order to ensure that the manner in which information is provided to members is consistent with Rule 47.1 of the Constitution.

In 2019, members adopted amendments to the Constitution relating to the provision of notice to members. The amendments relieve the Club from the considerable expense of sending out financial reports to members by post. Rule 47.1 enables notice of a general meeting (including the Annual General Meeting) of the Club to be given by the Club by displaying a notice on the Club Notice Board, by displaying a notice on the Club's website, by sending it to the electronic address (if any) nominated by the member, or by sending a notification to the electronic address (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.

General Notes to Members

1. Life Members, and financial Ordinary members, Senior members & Concession members (except employees of the Club) are entitled to vote on the Ordinary Resolutions & the Special Resolution.
2. To be passed, each Ordinary Resolution must receive votes in favour from a simple majority (50% + 1) from those members who being eligible to do so, vote in person at the meeting.
3. To be passed, the Special Resolution must receive votes in its favour from not less than three-quarters (75%) of those members who being eligible to do so, vote in person at the meeting.
4. As a result of the provisions of the Corporations Act 2001, the Ordinary & Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
5. Members should read the Explanatory Message to Members following the Ordinary Resolutions & the Special Resolution, which explain the nature and effect of each Ordinary Resolution and the Special Resolution.
6. Please direct any question or concerns about the Ordinary Resolutions or Special Resolution to the Chief Executive Officer of the Club, if possible before the meeting.
7. Members of the Club, who are employees of the Club, cannot vote on the Ordinary Resolutions or Special Resolution.
8. Proxy Votes are not allowed under the Registered Clubs Act 1972.
9. The Board recommends the Ordinary Resolutions & the Special Resolution to the members.

By Direction of the Board

Gerard Darmody

Chief Executive Officer Dated: 28 July 2020

The Albury SS&A Club Ltd

2020 Election of the Board of Directors

Notice of Election Results

On 27 July 2020 nominations were invited from members to fill the following board positions:

Directors x 2

Nominations closed at 5.00pm on Monday 17 August 2020.

I advise we have reviewed all nominations received and can confirm that only two (2) nominations were received for the two (2) director positions available.

Accordingly, as there are two (2) nominations received for the two (2) director positions available I therefore declare the election a no contest.

I hereby declare the candidates listed below elected:

Directors (2)

Mr Mark Dando
Mr Noel Sargent



Stephen Clarke - Returning Officer
Johnsons MME

Albury
1 September 2020