



The SS&A Club Ltd.

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

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 49th Annual General Meeting of The Albury Sailors, Soldiers & Airmen's Club Limited ("the Club") will be held on:

Date: Wednesday, 27th October 2021

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 28th October 2020.
2. To receive and consider the Report of the Directors, the Financial Statements for the year ending 31st May 2021 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 28.4(c) of the Club's Constitution in relation to former employees being precluded from being eligible to be elected as a Director.
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 2021 Election of the Board of Directors (**Notice of Election Results – Page 4**).

By Direction of the Board

Gerard Darmody
Chief Executive Officer

Dated: 31 August 2021

2021 ANNUAL REPORT

- The 2021 Annual Report containing the Report of the Directors, the Financial Statements for the year ending 31st May 2021 and the Auditor's Report will be available on our website from 6 October 2021: www.ssaclub.com.au
 - Hard copies of the 2021 Annual Report will be available from 27 October 2021:
 - 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 27 October 2021

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 The Albury Sailors, Soldiers & Airmen's Club Limited ABN 47 001 042 397 be amended by deleting Rule 28.4(c) in its entirety and inserting instead the following new Rule 28.4(c):

- "(c) a former employee:
- (i) whose employment was terminated by the Club for any reason; or
 - (ii) whose employment with the Club ended within fifteen (15) years of the closing date for nominations;"

Explanatory Message to Members regarding the proposed Special Resolution

Rule 28.4(c) of the Club's Constitution currently provides that a member who is a "former employee" is not eligible to stand for or be elected or appointed to the Board of the Club. The Club recently became aware of a member who was considering standing for election to the Board, but had worked for the Club as a casual bar attendant some 30 years ago. The Club was advised that Rule 28.4(c) precluded the member from being eligible to be elected as a director. The Board considered the position and is proposing to amend that prohibition by requiring that only where a member's employment was terminated by the Club for any reason or the employment with the Club ended within fifteen (15) years of the closing date for nominations will the member be ineligible to stand. The Board is of the view that the proposed amendments represent a fair and reasonable position.

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: 31 August 2021

The Albury SS&A Club Ltd

2021 Election of the Board of Directors

Notice of Election Results

On 26 July 2021 nominations were invited from members to fill the following board positions:

Directors x 2

Nominations closed at 5.00pm on Monday 16 August 2021.

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 Colin Darts
Mr Michael Chapman



Stephen Clarke - Returning Officer
Johnsons MME

Albury
18 August 2021

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