



NOTICE OF AGM 2025

JOHN EDMONDSON V.C. MEMORIAL CLUB LIMITED
ABN 59 112 321 445

NOTICE is hereby given that the **Annual General Meeting** of the **John Edmondson V.C. Memorial Club Limited** will be held at **Club Liverpool, 185 George Street, Liverpool** on **Friday 2nd May 2025 at 10.30am.**

BUSINESS

1. Confirm the Minutes of the Annual General Meeting held Friday 19th April 2024.
2. Receive and consider the Board of Directors Report.
3. Receive and consider the Financial Statements and Auditor's Report.
4. To consider and if thought fit pass the following Ordinary Resolutions:-

FIRST ORDINARY RESOLUTION

That the members approve the payment of the following honoraria to the Directors of the Club to the total sum of \$41,860 for their services as members of the Board of the Club until the next Annual General Meeting of the Club, such honoraria to be paid by equal monthly instalments whilst the Director/s is/are members of the Board:

President	\$8,840
Deputy President	\$7,020
Directors (x 5)	\$5,200
	<u>\$41,860</u>

Note to Members

The First Ordinary Resolution deals with payment of honoraria to the President, Deputy President and Directors of the Club for their services as members of the Board of Directors, which is permitted under the Registered Clubs Act, provided the payment is approved by a Resolution passed at a General Meeting of the Club at which the persons entitled to vote are the same as have the right to vote in the election of the Board.

SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve and agree to expenditure by the Club in a sum not exceeding \$145,000 until the next Annual General Meeting of the Club for the following reasons:-
 - (i) Expenses involved in sponsorship of intra Clubs.
 - (ii) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of the meeting when that meeting corresponds with a normal meal time.
 - (iii) Reasonable expenses incurred by Directors in travelling to and from Directors meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
 - (iv) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors which activities and expenses therefrom are approved by the Board before payment is made on production of receipts, invoices or other proper 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.

Note to Members

The Second Ordinary Resolution is to have members in General Meeting approve an amount no greater than \$145,000 for expenditure on sponsorship of intra-clubs and expenses incurred by Directors in the performance of their duties.

THIRD ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve and agree to expenditure by the Club in a sum not exceeding \$75,000 for the professional development and education of Directors until the next Annual General Meeting and being:-
- (i) The reasonable cost of Directors attending the Registered Clubs Association's Annual General Meeting.
 - (ii) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
 - (iii) The reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operations provided such attendances are approved by the Board as being necessary for the betterment of the Club.
 - (iv) 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.

Note to Members

The Third Ordinary Resolution is to have members in General Meeting approve an amount no greater than \$75,000 for the expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events including the Registered Clubs Association of New South Wales Annual General Meeting and to visit other Clubs to enable the Club's governing body 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. Included in the above would be the attendances at functions with spouses, where appropriate and required, to represent the Club.

FOURTH ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act:

- (a) The Members hereby approve and agree to expenditure by the Club in a sum not exceeding \$20,000 until the next Annual General Meeting of the Club for the following reasons:-
- (i) The reasonable cost of providing a uniform to each Director.
 - (ii) The reimbursement to Directors for their telephone rental.
 - (iii) That the members hereby approve provision for 7 Directors car parking spaces.
 - (iv) Provision of a mobile phone for the use of the President.
- (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.

Note to Members

The Fourth Ordinary Resolution is to have members in General Meeting approve the provision to each Director a Club uniform to enable Directors to represent the Club in a professional and responsible manner.

The payment of telephone rental and the provision of a mobile phone for the President ensures that Directors are contactable in the event of Special Board Meeting being called and provision of Directors car parking spaces is a courtesy extended to the Directors.

GENERAL NOTES TO MEMBERS

To be passed each ordinary resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.

5. Notice of Special Resolutions for Annual General Meeting

NOTICE is hereby given that during the **Annual General Meeting** of the **John Edmondson V.C. Memorial Club** Limited to be held on **Friday 2nd May 2025**, the members will be asked to consider and if thought fit pass the resolutions contained in this notice which is proposed as a Special Resolution:

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. 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 on the Special Resolution at the meeting.
2. The Special Resolution should be read in conjunction with the notes to members which follow the Special Resolution.
3. Life members, financial Club members and financial Associate members with at least two (2) years continuous membership of the Club can vote on the Special Resolution.
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. The Board of the Club recommends the Special Resolution to members.

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 John Edmondson V.C. Memorial Club Limited be amended by:

- (a) **inserting** in Rule 2 at the end of the definition of "Financial member" the words "or who in the case of a member who is not charged an annual subscription does not renew the subscription or activate membership in accordance with By-laws as determined by the Board from time to time".
- (b) **inserting** the following new Rules 6A, 6B, 6C and 6D:
 - " 6A Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
 - 6B The Constitution and By-laws of the Club have effect as a contract between:
 - (a) the Club and each member; and
 - (b) the Club and each director;
 - (c) each member and each other member,under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.
 - 6C A reference to a person being present or participating in a meeting "in person" includes attendance by virtual or electronic means.
 - 6D Reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form."
- (c) **deleting** Rule 32(a) and renumbering the remaining provisions of that Rule accordingly.
- (d) **inserting** the following Rule 32(d)

" Any other person or classes of persons as determined by the Board who shall be eligible for Temporary membership of the Club;"
- (e) **inserting** the following new Rule 33(f):

" A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 38 on the first day that they enter the Club's premises during that period."
- (f) **inserting** at the end of Rule 34(a)(i) the words "either in hard copy or electronic form".
- (g) **deleting** from Rule 34(b) the words "within six weeks from the date of depositing the nomination form at the office".
- (h) **deleting** Rule 38 and in its place **inserting** the word "Deleted".
- (i) **deleting** from 39(b) the words "address and occupation" and **inserting** the word "address".

(j) **deleting** from Rule 39(e) the words “and address”.

(k) **inserting** the following new Rule 39(i):

“ The Board may permit persons to apply for membership in person with hard copy forms or online. Notwithstanding whichever mode of application is made, a person will not be able to become a provisional member or use any of the premises and facilities of the Club until the person’s identity has been verified by the Club.”

(l) **deleting** Rules 42 – 45B and **inserting** the following new Rules:

“ 42 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.

43 In accordance with the Registered Clubs Act, The Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.

44 Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.

45 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.

45A If a joining fee, subscription, any levy, or other payment is not paid by the date that it is due and payable, the member shall cease to be a member of the Club and be removed from membership of the Club and the provisions of Rule 48 shall not apply to such cessation and removal from membership.

45B If a subscription is not charged for a membership, the member must renew their membership by the due date set for that renewal as determined by the Board. If a member does not renew their membership by the due date, the member shall cease to be a member of the Club and be removed from membership of the Club and the provisions of Rules 48, 48A and 49 shall not apply to such cessation of and removal from membership.”

(m) **deleting** from Rule 46 the word “address” and in its place **inserting** the words “contact details, including address, email address and phone number”.

(n) **inserting** the following new Rule 48A:

“ Disciplinary Powers of the Secretary

(a) *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:*

(i) is unbecoming of a member; or

(ii) is prejudicial to the interests of the Club,

then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

(b) *In respect of any suspension pursuant to Rule 48A, the requirements of Rule 48 shall not apply.*

(c) *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 48A, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*

(i) the member has been suspended as a member of the Club; and

(ii) the period of suspension;

(iii) the privileges of membership which have been suspended; and

(iv) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 48.

(d) *If a member submits a request under Rule 48A(c)\(iv):*

(i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and

(ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 48;

(e) *The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).”*

- (o) **inserting** in Rule 50(a) after the words “in writing to the Club” the words “or by returning their membership card to the Club”.
- (p) **inserting** the following new Rules 54(g) to (j):
- “ (g) is disqualified from managing any company under the Act;
 - (h) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (i) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
 - (j) does not have a valid and current director identification number as at the close of nominations or proposed date of appointment.”
- (q) **deleting** from the second sentence of Rule 56(c) and **inserting** the following:
- “ If the full number of candidates for the positions to be elected is not nominated, those candidates who have nominated shall be declared elected and all remaining positions will be casual vacancies which may be filled by the Board after the Biennial General Meeting.”
- (r) **inserting** the following new Rule 56A:
- “ Notwithstanding any other provision of this Constitution, the election of the Board may be conducted wholly or partly through electronic means and references to ballot papers in Rule 56 shall include electronic voting methods and records. If the election of the Board is to be conducted wholly or partially through electronic means, members will be able to vote by either using their own personal electronic device without having to attend the Club’s premises, or by using a designated computer or other electronic device at the Club’s premises.”
- (s) **inserting** in Rule 59(h) after the word “create” the words “and dissolve”.
- (t) **deleting** from Rule 70 the words “every month” and in their place **inserting** the words “each quarter, where quarter means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December in each year,”
- (u) **inserting** the following new Rule 76A and 76B:
- “ 76A If a document or documents containing the resolution is or are signed by all directors. The resolution shall be passed when the last director signs the document.
- 76B In addition to Rule 76A, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.”
- (v) **inserting** the following new Rules 78H:
- “ **TRAINING DISCLOSURES**
- 78H The Club must make available to members:
- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
 - (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.
- 78I The Club must indicate, by displaying a notice on the Club’s premises and on the Club’s website (if any), how the members of the Club can access the information.”
- (w) **inserting** the following new Rules 85A to 85C:
- “ **POSTPONING AND CANCELLING MEETINGS**
- 85A The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.”
- “ **WITHDRAWAL OF RESOLUTIONS**
- 85B The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

85C *In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):*

- (a) *distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means;*
- (b) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending; and*
- (c) *allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.*

If there is any inconsistency between Rule 85C and any other provision of this Constitution, Rule 85C shall prevail to the extent of that inconsistency."

(x) **deleting** from Rule 86(b) the word "twenty" and in its place **inserting** the word "ten".

(y) **inserting** the following new Rule 103A:

" A director or the secretary may sign a document pursuant to Rule 102 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf the Club can sign different copies of the document and all use different methods to sign the document."

(z) **deleting** Rules 104 to 106 and in its place **inserting** the following new Rules 104 to 106C:

" 104 A notice may be given by the Club to any member either:

- (a) *personally; or*
- (b) *by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) *by sending it by any electronic means;*
- (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) *by any other method permitted by the Corporations Act.*

105 Where a notice is given personally, it is taken to have been received on the date of service.

106 Where a notice is sent by post to a member in accordance with Rule 104 the notice shall be deemed to have been received by the member on the day following that on which the notice was posted.

106A Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

106B Where a member is notified of a notice in accordance with Rule 104(d), the notice is taken to have been received on the day following that on which the notification was sent.

106C A member who does not provide an email address or mobile phone number to allow for notices to be sent electronically is deemed to have consented to receiving notices of general meetings by the Club publishing a copy of the notice on the website"

Notes to Members on First Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act, to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraphs (a) and (i)** update the Constitution in relation to subscriptions, the method of payment if the Board imposes subscriptions on members, removes the minimum subscription and removes the requirement for the Club to write to all members for subscription renewal. The Registered Clubs Act no longer provides for a minimum subscription for membership.
3. **Paragraph (b)** will insert introductory rules into the Constitution which reflect the status of the Constitution as a binding contract between members, that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology and that notification to members includes electronic notification.
4. **Paragraphs (c) to (e)** update the Constitution in relation to temporary membership to reflect the Registered Clubs Act. including removing reference to the "5km" rule in relation to temporary members. Previously, a person had to live outside of a 5 kilometre radius from the premises to be admitted as a temporary member. This requirement has been removed from the Registered Clubs Act.

5. **Paragraphs (f) to (k)** update Rules in relation to applying for membership, to allow for online applications and to remove the requirement that applicants for membership be proposed and seconded by current members. The Registered Clubs Act does not require proposers and seconders. They also remove the requirement for the Club to keep the occupation of members in the Register of Members and to display the address of an applicant for membership. These are no longer requirements of by the Registered Clubs Act.
6. **Paragraph (j)** removes the requirement. This is no longer required by the Registered Clubs Act.
7. **Paragraph (m)** updates the Rule requiring members to inform the Club of changes to their contact details.
8. **Paragraph (n)(k)** introduces new disciplinary powers to be exercised by the Secretary. In summary, they provide that the Secretary will have the power to suspend a member for up to 12 months without a Board hearing. The Secretary must notify the member of the suspension. If a member receives such notification, the member could elect to have a Board hearing to determine a disciplinary charge based on the alleged conduct and the Board's decision would be in substitution for the Secretary's decision.
9. **Paragraph (o)** updates the rules in relation to resignations of membership.
10. **Paragraph (p)** clarifies the eligibility criteria for being a director of the Club.
11. **Paragraph (q)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, these will be casual vacancies to be filled by the Board after the Biennial General Meeting. Currently, additional nominations may be made at the meeting.
12. **Paragraph (r)** clarifies that that the election of the board can be conducted wholly or partially through electronic means.
13. **Paragraph (s)** updates the Constitution to confirm the Board's powers in relation to sub clubs.
14. **Paragraph (t)** updates the Constitution in relation to Board meetings to reflect the current requirements of the Registered Clubs Act. The Act no longer requires the Board to meet monthly.
15. **Paragraph (u)** updates the Constitution in relation to Board meetings to confirm how directors can pass resolutions electronically by email.
16. **Paragraph (v)** updates the corporate governance and accountability rules in the Constitution to reflect the current provisions of the Registered Clubs Act and Corporations Act.
17. **Paragraphs (v) and (w)** will update the Constitution in relation to general meetings and Annual General Meetings to reflect current provisions of the Corporations Act.
18. **Paragraph (x)** proposes to reduce the quorum for general meetings to 10. Over recent years, it has been harder and harder to achieve a quorum of 20 for meetings, despite the fact that the Club has changed meetings times and dates to try to attract new members.
19. **Paragraph (y)** will update the Constitution to allow the Club to execute documents electronically.
20. **Paragraph (z)** amends the Constitution in relation to sending notices of meetings and other notices to members to make greater use of technology and reflect current provisions of the Corporations Act.

SECOND SPECIAL RESOLUTION

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

That as and from the conclusion of the Annual General Meeting of the Club held in 2027, and for the purposes of the election of the Board held in that year, the Constitution of John Edmondson V.C. Memorial Club Limited be amended by **deleting** Rule 51 and in its place **inserting** the following new Rule:

"The Club's business and affairs and custody and control of its funds and property will be managed by a Board of five (5) directors consisting of President, a Deputy President and three (3) ordinary directors."

Notes to Members on Second Special Resolution

1. The Second Special Resolution proposes to amend the Constitution to reduce the number of directors from seven (7) to five (5), effective from the election of the Board in 2027.
2. If the Second Special Resolution is passed, and the number of directors is reduced, the Board would consist of a President, Deputy President and three (3) ordinary directors.
3. The Board is proposing the Second Special Resolution as, over recent years, it has become increasingly difficult to find members who are willing to stand for the Board.
4. This experience is not uncommon with other clubs in the industry, in that the number of members who wish to stand for election is declining. At times, the Club has had the minimum number of seven (7) members nominating.
5. The reduction in the number of directors would not affect the current Board or elections this year, and would only take effect from next election of the Board in 2027.

6. To declare the Board of Directors for 2025 – 2027.

ANNUAL FINANCIAL REPORT

In accordance with the *Corporations Act*, the Annual Financial Report for the year ended 31 December 2024, will be made available on the Club's website at www.clubliverpool.com.au for you to view at your convenience.

Should a member wish to receive a copy of the Annual Financial Report in printed form or electronically, please write to the Club with your request.

BY DIRECTION OF THE BOARD

PETER SUGGETT

Chief Executive Officer & Secretary



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