

DOOLEYS Lidcombe Catholic Club Ltd

Notice of Annual General Meeting

Notice is given that the next Annual General Meeting of members of DOOLEYS Lidcombe Catholic Club Ltd will be held on Monday, 28 October 2024 commencing at 7pm in the main function room on the first floor of the Club's main premises at 17 Church St, Lidcombe (and alternatively or in addition using overflow rooms or technology, or both, if and to the extent reasonably necessary such as to ensure social distancing and to comply with the provisions of any relevant NSW Health Orders and restrictions)

Business

- 1. Opening and opening Prayer**
- 2. Attendance and quorum**
- 3. Apologies**
- 4. Noting of applicable meeting protocols**
- 5. Receipt of the minutes of the 2023 Annual General Meeting**
- 6. Receipt and consideration of the Club's Financial Report, the Directors' Report and the Auditor's Report, for the year ended 30 June 2024**
- 7. Auditor.** If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

8. Special resolution – amendment of Constitution in relation to committees

That the Club's Constitution is amended by the insertion of the following additional Rule 53(b) and renumbering the existing provision of that number as 53(c):

- (c) *The Board may create one or more committees including (as thought appropriate from time to time), Audit, Disciplinary, Nominations, Property & Development, Remuneration, Risk, and Sports Council, committees; and the following provisions apply in relation to each committee.*
- (i) All positions on any committee are vacated from the end of each AGM commencing at the end of the AGM in 2024.*
 - (ii) Within six weeks after each AGM the Board must determine:*
 - (A) the Board committees for the upcoming year until the next AGM (although this does not restrict the general discretion of the Board to disband a particular committee or appoint one or more other committees, during the period up to the next AGM);*

continued overleaf

- (B) *the specific purpose, role and remit for each of committee;*
 - (C) *the members of each committee; and then,*
 - (D) *the chair (and for the Sports Council only, vice-chair).*
- (iii) *Any Board committee must have three members (the exception is the Sports Council, that comprises only the chair and vice-chair) - all of whom must be Directors.*
- (iv) *The chair, vice-chair (if any) and members of a committee, may be replaced by the Board.*
- (v) *Without specific Board approval that acknowledges the specific situation of the individual concerned, a person may not be appointed as the chair, or as the vice-chair, of a particular committee for more than two consecutive terms.*
- Example: If a director was appointed as the vice-chair of the X Committee for at least part of the period between the 2022 and 2023 AGMs; and if they continued in that position for at least part of the year between the 2023 and 2024 AGMs, then*
- > they are regarded as having been appointed for two consecutive terms, even though they may not have served in the position for two full years between AGMs, and even though they may not have been explicitly reappointed for the second period; and*
 - > as a consequence, they are ineligible to be appointed or reappointed as either the chair or the vice-chair of the X Committee after the 2024 AGM for any part of the period up to the 2025 AGM, without a separate specific Board approval for that to happen despite those circumstances.*
- (vi) *Historically the Club has had a Board committee titled "Sports Council"; that acts as liaison between the Board and internal clubs. Despite that name, the Sports Council is a Board committee, regulated like any other Board committee; and it is to act as liaison in relation to all internal clubs, not just sporting internal clubs.*
- (vii) *All committees must give all Directors the same notice of their upcoming meetings as given to members of the committee.*
- (viii) *Any Director may attend any meeting of any committee (except where and to the extent that is not permissible because of a potential conflict of interest or duty) - with the right to participate in all discussions but without the right to vote.*
- (ix) *The Board may impose requirements on a committee including in the form of a general charter or By-law that (except to the extent of anything contrary that the Board determines for a particular committee), applies to all committees.*

Explanatory Note – Special resolution – amendment of Constitution in relation to committees

The Board places significant importance on having appropriate and active Board committees, in accordance with best practices exhibited by major companies.

The proposed amendment will insert provisions into the Constitution that codify the arrangements and requirements for any such Board committee that the Board determines to put in place from time to time.

The intention is to emphasise the importance of those committees and of the approach taken to committees that has been developed within the club, by codifying those arrangements and requirements in the Constitution – not least, as a reminder and guide to future Boards.

The Board has by majority resolved to approve and recommend the resolution.

9. Special resolution – amendment of Constitution in relation to voting by members admitted as a result of an amalgamations

That the Club's Constitution is amended by substituting "five years" for "three years", in Rule 20(b)(iv).

Explanatory Note - Special resolution – amendment of Constitution in relation to voting by members admitted as the result of an amalgamation

Currently, a person who becomes a member of this club as a result of an amalgamation with another club is prohibited from voting on amendments to this Club's Constitution for three years after the admission to membership.

The proposed amendment would increase that to prohibit such members from voting on amendments until after five years after their admission to membership. The concern is to better guard against changes to the nature of this Club brought about by an influx of members following an amalgamation.

The proposed change is consistent with the existing prohibition against a person who becomes a member of this club as a result of an amalgamation, being a director within five years after their admission to membership.

The Board has unanimously resolved to approve and recommend the resolution.

10. Special resolution – amendment of Constitution to expand the grounds that disqualify a member from being a director

That the Club's Constitution is amended by the insertion of additional Rules 46(b)(v) - (ix) as shown below, and renumbering the existing provision with that number and the existing following provision as respectively (x) and (xi).

(v) not have had an insurer impose on or in connection with them, within the last five years:

(A) a loading on the usual premium, or

(B) a higher than usual excess, or

- (C) *any material adverse unusual condition of insurance or coverage exclusion, for or in connection with any directors and officers insurance, professional indemnity insurance or the like;*
- (vi) *not have been convicted of an indictable offence (whether or not a conviction was actually recorded) (however any spent conviction within the meaning of the Criminal Records Act 1991 is to be ignored);*
- (vii) *not be a bankrupt, nor have made an arrangement or composition with their creditors;*
- (viii) *not be the subject of a current declaration of ineligibility to hold office as a member of the governing body of a registered club, under Part 6A of the RCA;*
- (ix) *(if they are a key official or former key official within the meaning of the Gaming and Liquor Administration Act 2007 (NSW), having not obtained the requisite approval under that legislation;*

Explanatory Note – Special resolution – amendment of Constitution to expand the grounds that disqualify a member from being a director

The proposal, if adopted, will expand the grounds that might disqualify a member from being a director by including the additional grounds listed in the proposed resolution.

Some of the proposed additional grounds are for the better protection of Club. The other proposed additional grounds are as a reminder of requirements of legislation.

Another existing provision in the Constitution will allow a future Board, in a special case, to waive a particular disqualification for a particular member – except of course where the disqualification arises under legislation anyway.

The Board has unanimously resolved to approve and recommend the resolution.

11. Special resolution – amendment of Constitution in relation to other disqualifications from being a director

That the Club's Constitution is amended by amending the existing provisions within Rule 46(b), referenced below, to read as shown.

- (i) *is a director or senior manager of another registered club with premises within 50 km of any part of any of the Club's licensed premises, or*
- (ii) *has a material personal interest in any hotel liquor licence relating to premises within 50 km of any part of any of the Club's licensed premises,*

Explanatory Note – Special resolution – amendment of Constitution in relation to restrictions on potential directors who might have conflicting interests

Currently, the referenced disqualifications only apply in connection with another registered club or hotel within 5 km.

The proposed amendment would expand the disqualification so that a person who is a director or senior manager of another registered club within NSW or who has a material personal interest in any hotel licence within NSW, would be ineligible to become a director of this Club.

The concern is to better protect this Club against having people of its Board who might otherwise have conflicted interests and duties because of such other positions or interest,

who at the very least would potentially be restricted in the contributions they could make as a director of this club because they would have to be excluded from various discussions. Another existing provision in the Constitution will allow a future Board, in a special case, to waive a particular disqualification for a particular member – except of course where the disqualification arises under legislation anyway. The Board has unanimously resolved to approve and recommend the resolution.

12. Ordinary Resolution: Benefits for Directors including the Chairperson and other members. To consider and if thought fit, pass with or without modification, the following resolution:

That the members authorise (and declare to be reasonable) the payment or reimbursement by the Club in amounts not exceeding in total \$250,000 up to the date of the next AGM for, or the provision by the Club at the Club's expense of benefits facilities and support for the Directors (including the Chairperson and Vice-Chairperson) reasonably commensurate with their office and duties where and as the Board in each case decides is reasonable, including without limitation by these examples:

- (a) reasonable food and refreshments; parking; uniform clothing; and communication and information technology*
- (b) director education and training (including memberships)*
- (c) in connection with representation of the Club, or attendances (including with partner, where the Board deems appropriate) at events, professional conferences and seminars, or on study tours (including where the Board deems appropriate, internationally)*
- (d) payment of a daily lump sum travel allowance (per diem) to a Director for periods when necessarily sleeping away from home overnight in their capacity as a Director, in lieu of requiring the production of receipts for incidental accommodation, travel, meals (food or drink) and incidental expenses – when the Director is expected to incur such costs*
- (e) reimbursement of out-of-pocket expenses reasonably incurred by a director in travelling between his or her usual residence or a place of work and the Club's premises for the purposes of attending any meeting of the Board or a Board Committee (including where appropriate and the circumstances permit, reimbursement for motor vehicle use on a mileage basis at the rates approved from time to time by the Australian Taxation Office as reasonable for taxation purposes; air fares; and overnight accommodation and associated expenses)*
- (f) for the Chairperson, a credit card (with a credit limit not to exceed \$10,000), (only to be used for matters concerning Club affairs);*

AND the members further authorise the provision of the following benefits to the following classes of members:

- (f) the provision of financial or other support for community functions (determined by the Board to be in conformity with the Club's objects) - where a director or other member may have a direct or indirect interest or connection or be a participant*
- (g) at the expense of the Club hosting and providing facilities including food and beverages (other*

than free of charge liquor) for wakes for former Life members or former directors - where a director or other member may have a direct or indirect interest or connection or be a participant

(h) directors and other members (and their partners or other family) attending at and participating in Club, Club Intra-Club or external functions or activities - where because of their office or other connection with the Club, they are excused from payment for attendance or participation.

Explanatory Note – Ordinary Resolution: Benefits for Directors including the Chairperson and other members

The amount for which authorisation is requested is unchanged from last year. The proposed resolution is the same form as last year. For further background and outline, see Attachment 1.

13. Ordinary Resolution: Honorarium Chairperson To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the monthly rate of \$5244 payable monthly in arrears, and prorated on a daily basis for any broken period of less than a calendar month at the start or end of their term, to the Chairperson of the Club in respect of service on the Board until the next Annual General Meeting.

General Explanatory Note – This and other proposed Resolutions concerning honorariums

This proposed resolution 13 and the following proposed resolutions 14, 15 and 16 relate to various proposed honorariums for Club office bearers. See Attachment 2 for the background to this and those other proposed resolutions.

14. Ordinary Resolution: Honorarium Vice-Chairperson To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the monthly rate of \$2915, payable monthly in arrears, and prorated on a daily basis for any broken period of less than a calendar month at the start or end of their term, to the Vice-Chairperson of the Club in respect of service on the Board until the next Annual General Meeting.

15. Ordinary Resolution: Honorariums Directors To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the monthly rate of \$1746, payable monthly in arrears and pro rated on a daily basis for any broken period of less than a calendar month at the start or end of their term, to each Director (other than respectively the Chairperson and the Vice-Chairperson, for so long as there is a resolution in force respectively approving of a separate honorarium for the Chairperson or Vice-Chairperson) of the Club in respect of their service on the Board until the next Annual General Meeting.

16. Ordinary Resolution: Honorariums – Chairs of Board Committees and the Chair of the Sports Council To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the monthly rate of \$1746, payable monthly in arrears and pro rated on a daily basis for any broken period of less than a calendar month at the start or end of their term, to each Director appointed as a chair of one of the following Board committees – Audit; Risk; Nominations; Disciplinary; Property & Development; Remuneration and also to the chair of the Sports Council; in each case in respect of their service in that position for so long as they occupy that position and until the next Annual General Meeting.

Explanatory Note - Ordinary Resolution: Honorariums – Chairs of Board Committees and the Chair of the Sports Council

Directors called on to chair any of the Board committees identified in the proposed resolution, or the Sports Council, provide additional services and make additional contributions in that capacity.

Each of the relevant Board committees and the Sports Council is active and an important part of the management and governance of the Club.

A person acting in more than one of those capacities will be entitled to receive the honorarium for each of those capacities in which they act. Any honorarium payable under this resolution will be in addition to any honorarium awarded to a person in their capacity as a Director or as the Chairperson or Vice-Chairperson of the Club.

- 17. Ordinary Resolution: Honorarium Appointed Director** To consider and if thought fit, pass with or without modification, the following resolution:

That the members approve the payment of an honorarium at the monthly rate of up to \$10,000, payable monthly in arrears and pro rated on a daily basis for any broken period of less than a calendar month at the start or end of their term, to any appointed Director who is appointed by the Board in respect of their service on the Board until the next Annual General Meeting. The actual amount of the honorarium to a particular appointed Director is to be set by the Board when the appointed Director is appointed, at a rate not exceeding that maximum amount.

Explanatory Note – Ordinary Resolution: Honorarium – Appointed Directors

The amount for which authorisation is requested is the same amount that was approved last year so that the Board has flexibility to attract candidates of the highest calibre.

There were no Appointed Directors last year.

The Registered Clubs Act now permits the Board to appoint one or two Appointed Directors from amongst the members where the Board is of the view that will bring valuable additional skills and experience to the Board and that is permitted under the Club's Constitution.

The Board has not yet resolved to make any such appointment. However, to facilitate any appointment that might be proposed the Board put forward this proposal so that the Board will be able to offer an honorarium of up to \$10,000 per month by way of acknowledgement if a suitable candidate is found.

Under the proposed resolution the Board will have the power to set the honorarium for such an appointed Director, up to that maximum amount.

- 18. Life member.** To consider and if thought fit, resolve that life membership be conferred on Robyn Fraser.

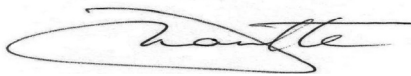
Explanatory Note - life membership proposal

Pursuant to Rule 15 of the Club's Constitution, the Board has recommended Robyn Fraser for election to Life Membership in acknowledgement of her outstanding and meritorious service to the Club.

For a member to be elected to Life Membership, the Board's recommendation requires the endorsement of this meeting, carried by a majority of members present and voting.

- 19. Amalgamation - expressions of interest** As required by legislation, notice will be given at the meeting of each expression of interest in an amalgamation, along with each unsolicited merger offer, that the Club has received from another club within the previous 12 months.
- 20. CEO's report** The CEO will provide an update on aspects of current Club activities and planning, for the information of members.
- 21. Management** A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.
- 22. Election** Declaration of the results of the election of the directors to hold office from the end of the meeting.

By authority of the Board



David Mantle

Chief Executive Officer and Secretary

27 August 2024

IMPORTANT NOTES

Alternative arrangements

If it becomes necessary or appropriate to

- (a) use overflow rooms, then that will be done and directions given at the time of the meeting with connections and participation facilitated by technology; 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 any public health or safety issue

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 also 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 connections 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;
- (c) you must not allow anyone else to use your access right or to vote for you; and
- (d) 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.

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

Life members and financial Ordinary members have the right to attend and vote at the meeting. Employee members are not entitled to vote at the meeting. Honorary, temporary and provisional members are not entitled to attend or vote at the meeting. - Rules 16, 21(c), 22(c), 28(c) and 79; and section 30(1)(h) of the Registered Clubs Act 1976 (NSW).

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

Under the section 30(1)(d) of the Registered Clubs Act 1976 (NSW), proxies are not permitted.

The quorum for the meeting is 30 members present who are entitled to vote – Rule 77(a).

Unless invited by the chair, a person may not speak at the meeting if they:

- (a) are an employee of the Club or have been any employee at any time within the previous two years; or

- (b) at any time have or within the previous three years have had, a material personal interest in any contract or arrangement for the supply of goods or services to the Club for which the Club has paid or will be obliged to pay more than \$10,000 in any 12 month period (this can include but is not limited to, being a member, officer or employee of a relevant supplier; however, an honorarium approved at an Annual General Meeting in respect of special honorary services rendered, does not count for this purpose) - Rule 79.

Voting

An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a 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 at the time that the proposed resolution is put to the vote and not before, and get your vote lodged before that voting closes.

A vote on a proposed resolution on a show of hands will not count, even if the vote has been declared, if the Chair requires or accepts a request from five members for a poll i.e. a vote by secret ballot. In that case the voting will be determined according to the poll.

Resolutions

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

It is also a requirement under corporations law that any resolution proposed as a 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).

Code of Conduct

The Club's General Meetings Code of Conduct By-law applies and subject to the discretion of the Chair the meeting will be conducted in accordance with that Code. Any member proposing to speak at the meeting should make themselves aware of the provisions of that Code. A copy of the Code is on the noticeboard at each of the Club's premises and also any member may request a copy from the CEO's office.

Annual Report

Members are able to find the Annual Report including the Full Financial Report, at www.dooleys.com behind the Annual Report tab.

ATTACHMENT 1

Further details and outline – Ordinary Resolution - 12: Benefits for Directors including the Chairperson, Vice-Chairperson and other members.

It is necessary and appropriate for the Directors to be active in performing their duties and pursuing the Club's success.

Directors' out-of-pocket expenses reasonably incurred in the course of carrying out their duties, can already be authorised by the Board. However, the proposed resolution in the interests of transparency makes disclosure of some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific out of pocket expenses, the resolution will acknowledge that expenses of the types proposed are prima facie reasonable and there is or will be a current resolution of the Board authorising the payment of expenses of the kind listed.

As was the case last year, the third example includes professional conferences and seminars (an example of which might be an annual overseas conference of the Australian Institute of Company Directors).

As was also the case last year, the fourth example anticipates that the Board may reimburse travel expenses incurred by directors to attend Board or Committee meetings. It is proposed that would apply in the case of each director but only as and where the Board considers reasonable. This would allow reimbursement for travel by directors living locally; and also directors who (for example) may have additional travel to meetings when relocated (short or long-term) in the course of their occupation in order to attend meetings face to face (and which may involve plane travel) as joining a meeting by technology is not always a satisfactory substitute although that is available.

The second part of the proposed resolution (in relation to benefits to particular classes of members), is also the same as last year and is included to confirm member authorisation where classes of members (including directors) might be seen to be receiving different benefits.

To the extent that the proposed expenses may involve the provision of benefits that are not in the form of money or a cheque and are provided to a specific class of member, that is permissible under current legislation only if there is a current authorisation from a general meeting.

To the extent that the proposed expenses might otherwise be regarded as a profit, benefit or advantage that is not offered equally to every full member and able to be authorised as above, they are still permissible if the Authority is of the opinion that they are reasonable in the circumstances. The resolution seeks to acknowledge the types of expenses that are regarded by the members as being prima facie reasonable in the circumstances.

Where the Board decides to provide financial or other support for community functions where that is seen to be in conformity with the Club's objects, the resolution will authorise that despite the possibility that a class of members - directors or otherwise - may have a direct or indirect interest or connection. Examples are the Annual Mass and Communion Event; and the Sports Council Dinner, however the proposed approval is not limited to those examples.

Where the Board, in conformity with the Club's objects, decides to provide wakes for former Life members or former directors, the resolution will permit that despite some members (directors or otherwise) having a direct or indirect interest or connection.

Finally, the resolution will acknowledge that it is not improper for members (including directors) and their partners and families, to attend at and participate in Club or Club intra-club or external functions or activities, where they are excused from payment because of their office or other connection with the Club.

The proposed resolution takes into account the still changing circumstances of the Club including the further increase in the size and complexity of the Club's operations and particularly, the continuing likelihood that the Board will need to plan for one or more major new projects.

ATTACHMENT 2

Background – Ordinary Resolution 13: Honorariums and subsequent related resolutions

The proposed levels of honorariums compared to those approved by members last year are as follows. The increases are proposed to reflect the 3.6 % increase in the main CPI Index in the 12 months to the end of March 2024. These are proposed as monthly amounts, payable each month.

Position	2023/2024*	Proposed 2024/2025*
Chairperson	\$5061	\$5244
Vice-chairperson	\$2814	\$2915
Committee chair**	\$1685	\$1746
Director other than Chairperson or Vice-chairperson	\$1685	\$1746

*Before superannuation contributions, which are paid in addition (currently 11.00% and increasing to 11.5% from 1 July 2024)

**Applies in addition to any other honorariums and applies in relation to each position held. Counting the chair of the Sports Council, there are seven such positions.

No increase is proposed in the recommended maximum honorarium potentially available should any additional director to be appointed.

The proposed honorariums take into account the changing circumstances of the Club including the continuing increases in the size and complexity of the Club's operations and the resultant increases in what the Club needs and expects from Directors.

Each individual Director can choose whether or not to accept the honorarium.

A Director appointed to fill a casual vacancy in an office will be entitled to receive the honorarium for that office for the whole of the period from their appointment until the next Annual General Meeting.

The proposed honorariums are not by way of remuneration but rather by way of recognition of that extra service to the Club.

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

Under the Registered Clubs Act 1976 (NSW), the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.

In addition to a particular honorarium, as a consequence of the honorarium the Club expects to pay a Superannuation Guarantee contribution on behalf of the recipient in each case at the minimum rate required under legislation at increasing rates as shown above.

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17 Church St, Lidcombe NSW 2141
Main entrance via Church Street (opp station)
P +61 2 8745 6100 **F** +61 2 8745 6199