

# CLUB BURWOOD RSL

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## NOTICE OF THE FIFTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the 54<sup>th</sup> Annual General Meeting of Burwood RSL Club Limited will be held at the Club premises, 96 Shaftesbury Road, Burwood on Tuesday 25<sup>th</sup> March, 2025 commencing at 7:00pm.

### AGENDA

1. Members to sign the Attendance Book
2. Opening of the Meeting
3. Welcome of Guests
4. Apologies
5. Confirmation and adoption of Minutes of the 53<sup>rd</sup> Annual General Meeting held on Tuesday 26<sup>th</sup> March, 2024.
6. Adopt Consolidated Financial Statements for 2024
7. Declaration of result of ballot for Election of Board of Directors
8. To make such appointments as are appropriate to the business of the Burwood RSL Club Limited.
  - (a) Welfare Officer(s)
  - (b) Hospital Visitation Officers
  - (c) Patron

9. Proposed Honorary Life Members

The Members will be asked to consider and if thought fit, pass the following **Ordinary Resolution:**

The recommendation of the Honours Committee comprising of Robert Shirvington, David Collins and Graham Green and endorsed by the Board of Directors on 19/11/2024 that: Anne Maree Franich be awarded Honorary Life Membership of Burwood RSL Club Ltd.

10. Members will be asked to consider and if thought fit, pass the following **Ordinary Resolutions:**

#### First Ordinary Resolution

Members hereby agree to and approve expenses incurred by Directors until the next Annual General Meeting of the Club in relation to dining and/or entertaining in the Club and attendance with partners at Club functions as authorized by the Board and other incidental miscellaneous expenses in relation to their duties as Directors, to a maximum cost of:

President	10,000 Burwood Bucks
Deputy President	9,000 Burwood Bucks
Vice President	8,000 Burwood Bucks
Each other Director	7,500 Burwood Bucks

Members acknowledge the above benefits are not available to members generally.

### **Second Ordinary Resolution**

Members hereby approve reasonable expenditure until the next Annual General Meeting of the Club as follows:

- (a) The cost of reasonable food and refreshments for Directors whilst attending Committee meetings;
- (b) the reasonable expenses incurred by Directors for accommodation and traveling to and from Board meetings or other duly constituted committee meetings and general meetings of the Club from time to time;
- (c) the reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as maybe determined by the Board from time to time;
- (d) the reasonable cost of Directors attending other Clubs or Hospitality venues throughout Australia or in other countries for the purpose to observe their facilities and methods of operation;
- (e) the reasonable cost of clothing indicative of their position as a Director;
- (f) the payment of the premium for Directors and Officers Insurance;
- (g) for the President, a mobile phone for matters concerning Club affairs and incidental personal use;
- (h) provision of an annual function for the Board and their partners.

Members acknowledge that the benefits in paragraph “a” to “h” are not available to members generally but only to those who are Directors of the Club.

### **Third Ordinary Resolution**

Members hereby authorise the Board of Directors to grant reasonable incidental benefits to Honorary Life members of the Club and their partners.

Members acknowledge that the benefits in the above paragraph are not available to members generally but only to those who are Honorary Life Members of the Club.

### **Fourth Ordinary Resolution**

Members hereby authorise the Board of Directors to provide free of charge reasonable food and beverages to members and Sports Clubs members at Club organised meetings or events.

Members acknowledge that the benefits in the above paragraph are not available to members generally but only to those members and members of Sports Clubs who attend Club organised meetings or events.

### **Fifth Ordinary Resolution**

Members hereby approve:

- (a) That each Director who drives a motor vehicle be provided with a reserved car parking space with the exclusive use subject to approval at a Board of Directors meeting;
- (b) The use by Directors of motor vehicles owned by the Club for the purpose of carrying out their duties;
- (c) The use by members of Sports Clubs of motor vehicles owned by the Club for the purpose of representing a Sports Club on an authorised activity;
- (d) The use by members of motor vehicles owned by the Club for the purposes of Club associated activities as stipulated by the Board of Directors or authorized by Management.

Members acknowledge that the benefits in paragraph “a” to “c” above are not available to members generally but only to Directors or members of Sports Clubs.

### **Notes to Members**

1. Each Ordinary Resolution must be passed as a whole and cannot be amended by motions from the floor of the meeting or divided into two or more separate Resolutions.

2. To be passed, each Ordinary Resolution must receive votes in favour from not less than a simple majority of those Members, who being entitled to do so, vote in person at the meeting.
3. The Board of the Club recommends the Ordinary Resolutions to members.

11. **SPECIAL RESOLUTION.** The members will be asked to consider and if thought fit, pass the following Special Resolutions:

### **PROCEDURAL MATTERS**

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 in person vote on the Special Resolution at the meeting.
2. **For the first Special Resolution only financial Ordinary members (Sub Branch) who have been members of the Club for at least twelve (12) continuous months as at the date of this meeting can vote on the Special Resolution.**
3. **For the second Special Resolution only financial Ordinary members, Social members and Honorary Life members who have been members of the Club for at least twelve (12) continuous months as at the date of this meeting 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 recommends the Special Resolutions to members.

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### **FIRST SPECIAL RESOLUTION**

The Articles of Association of Burwood RSL Club Limited be amended by

- (a) **renumbering** Rule 35 as Rule 35.1
- (b) **inserting** at the start of Rule 35.1 the words "*Subject to Rule 35.2*".
- (c) **inserting** the following new Rule 35.2:

*"As and from the Annual General Meeting of the Club held in 2026, and for the purposes of the election of the Board held in that year, the business and affairs of the Club shall be under the Management of a Board of Directors elected annually in order as listed below by the Members entitled to vote on the election of Directors and such Board of Directors shall consist of:-*

- (a) *One (1) President;*
- (b) *One (1) Deputy President;*
- (c) *One (1) Vice-President;*
- (d) *Four (4) other Directors;*

*The Board shall comprise at least 2 Ordinary Members provided that if less than 2 Ordinary members nominate for election to the Board in any one election, Social members may be elected to those positions."*

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## Notes to members on First Special Resolution

1. The First Special Resolution proposes an amendment to the composition of the Board.

### Explanation of the proposed change

2. Currently, the Board consists of seven (7) directors, being a President, Deputy President, Vice President, and four (4) other Director positions.
3. However, the President, at least one of the Deputy President or Vice President positions, and 2 of the 4 other Director positions must be filled by Ordinary members.
4. The qualification for Ordinary membership is being a member of the Burwood Sub-branch of the RSL. Members who are not members of the Sub-branch join in the Category of Social membership.
5. This means that at least four (4) of the current seven (7) directors must be Ordinary members of the Club; ie members of the Sub-branch.
6. If the Special Resolution is passed, the current offices and titles will remain the same.
7. However, if the Special Resolution is passed:
  - (a) all positions will be opened up to all classes of Full membership;
  - (b) only two of the seven positions of the Board will have to be filled by Ordinary members; and
  - (c) Social members could be elected to President, Deputy President and Vice President positions.
8. The rule would not prohibit all positions being filled by Ordinary/Sub-branch members. It would just reduce the minimum number of Ordinary members on the Board from four (4) to two (2) and would open up the positions of President, Deputy President and Vice President to Social members.
9. The proposed amendment also provides that Social members could be elected to the two (2) Ordinary member positions if and insufficient number of Ordinary members nominate for election to the Board.

### Reasons for the proposing the amendment again

10. The changes in the First Special Resolution are proposed to reflect the changing nature of the Club's membership, ensure that it has a wide talent pool from which to draw for directors and maintain a minimum number of Ordinary members of the Board.
11. The Board is very conscious of and committed to the RSL traditions and history of the Club.
12. However, the Board is also very aware that, of a membership on average of 30,000, there are only 217 Ordinary members. Furthermore, the average age of Ordinary members is generally older than that of Social members.
13. Furthermore, under other Rules:
  - (a) to be the President, a member must have been a member for at least five (5) continuous years and been a director for at least two (2) continuous years;
  - (b) to be Deputy President or Vice President, a member must have been a member for at least four (4) continuous years and been a director for at least one(1) continuous year.
14. Realistically and statistically, the Club is facing a situation where four (4) positions on the Board could only be filled by a group that is declining in both number and as a percentage of the overall membership.
15. Accordingly, the Board is proposing the First Special Resolution to take into account these changes, to ensure the Club has as broad a range of members as possible to draw from to fill positions on the Board and still reserve positions to Ordinary/RSL members.

16. The amendments were proposed at the 2024 Annual General Meeting. The Special Resolution received 11 votes in favour, and 6 against. As a Special Resolution is passed if at least 75% of votes are cast in favour, the resolution was not passed even though a majority of votes were cast in favour of the resolution.
17. However, the Board is of the view that the proposed changes are so important for the Club's future to warrant the changes being proposed again.
18. One argument put forward against the change at the 2024 Annual General Meeting was that the current composition ensured the Club remained an 'RSL' club. However, this is not the case as once a member of the sub-branch is elected as a director, they then owe duties to the Club as a director. They are not there as sub branch delegates or representatives.
19. Once elected or appointed to the Board, a director owes duties to the Club and to act in the best interests of the Club as a whole. The Corporations Act places serious obligations and duties on directors to act in good faith, for a proper purpose and in the best interests of the Club as a whole and not any other group, including the Sub-branch.
20. This is not to say that the Board cannot consider the Sub-branch and the traditions and history of the Club. However, having directors from the Sub-branch does not mean that those directors can act in the interests of the Sub-branch and not in the interests of the Club.
21. Furthermore, the Club has shown that, even as the number of Sub-branch members decline, the Club has continued to support veterans and RSL related commemorations and events.
22. If the First Special Resolution is passed, the changes will not take effect until the election of the Board and Annual General Meeting held in 2026. It will not affect this year's meeting.

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## **SECOND SPECIAL RESOLUTION**

The Articles of Association of Burwood RSL Club Limited be amended by:

- (a) **deleting** from the definition of "*Member*" in Rule 1 the word "*all*" and in its place inserting the word "*any*" and at the end of the rule inserting "*as determined by the Board from time to time*".
- (b) **inserting** the following definition in alphabetical order in Rule 1:

*““Financial member” means a member who has paid all applicable subscriptions as imposed by the Board or activated their membership in accordance with these Rules.”*
- (c) **inserting** at the end of the definition of "*Writing*" in Rule 1 the words "*including in soft copy or electronic form.*"
- (d) **inserting** at the end of Rule 2 the following new Rules (f), (g) and (h):
  - (f) *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.*
  - (g) *The Constitution and By-laws of the Club have effect as a contract between:*
    - (i) *the Club and each member;*
    - (ii) *the Club and each director; and*
    - (iii) *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.*
  - (h) *Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to:*

- (i) *implement house polices for the responsible service of liquor and the responsible conduct of gambling;*
  - (ii) *include in those polices measures to assist in the harm minimisation objects;*
  - (iii) *take steps to enforce those policies; and.*
  - (iv) *without limiting the generality of Rule 2(h)(iii), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 20 shall not apply to any such decision."*
- (e) **deleting** Rule 9B(a)(i) and **renumbering** the remaining provisions of that Rule accordingly.
- (f) **inserting** the following Rule 9B(a)(iv):
- "Any other person or classes of persons as determined by the Board who shall be eligible for Temporary membership of the Club."*
- (g) **inserting** in Rule 10 after words "*nomination form*" the words "*whether in hard copy or electronic form*".
- (h) **inserting** into Rule 11(a) after the words "*application for membership*" the words "*made in a hard copy application*".
- (i) **inserting** the following new Rules 11(d), (e) and (f):
- (d) *A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorized officer of the Club:*
    - (i) *the entrance fee and the appropriate annual subscription if any; and*
    - (ii) *identification such as (without limitation a current driver's licence or a current passport) held by that applicant.*
  - (e) *The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.*
  - (f) *A person whose online application has been referred to the Secretary in accordance with Rule 11(e) and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member."*
- (j) **deleting** the second sentence of Rule 19(d).
- (k) **deleting** from the start of Rule 27 the word "*The*" and inserting the word "*Any*".
- (l) **deleting** Rule 28 and in its place inserting the following
- "If the Board determines that no subscription is payable by a member or class of members, the relevant members must activate their membership on such minimum number of occasions as determined by the Board and in such time frames as determined by the Board whereby:*
- (a) *a member activates their membership by purchasing a good or using a service at the Club;*

- (b) *and at the time of that purchase, the member provides to the Club their membership card, whether in hard copy or electronic form, so as to record the transaction against their membership.*"
- (m) **inserting** new Rule 28A:  
*"The requirement to activate a membership in accordance with Rule 28 shall not apply to Ordinary members."*
- (n) **inserting** the following new Rule 36(iv):  
*"A member is not eligible to be elected or appointed to the Board unless they have provided to the Club their director identification number by the close of nominations or proposed date of appointment to the Board."*
- (o) **deleting** the second sentence in Rule 36(c)(ii) and in its place inserting *"and any remaining vacancies shall be casual vacancies to be filled by the Board."*
- (p) **inserting** in Rule 38(r)(i) after the word *"create"* the word *"dissolve"*.
- (q) **deleting** the from Rule 40(a) the words *"once in every month"* and in their place **inserting** the words *"once in every quarter (with a quarter being the 3 month periods ending on 31 March, 30 June, 31 October and 31 December)"*.
- (r) **deleting** Rule 47(g).
- (s) **inserting** the following new Rule 64E:  
*"64E. If a member has not given an electronic address or mobile phone number to receive notices of meeting, or be notified of receiving such notices, they shall be deemed to have elected to be notified of meetings by a notice of meeting being placed on the Club's website and notice board until such time as they make an election to receive a notice in another way."*

## Notes to members

1. The Second Special Resolution proposes a number of amendments to the Constitution to ensure it is up to date and in good working order.
2. Paragraphs (a), (j), (k) (l) and (m) amend Rules to in relation to annual subscriptions to remove reference to a minimum subscriptions and providing a system for members to activate their membership.
3. The Registered Clubs Act now no longer contains a minimum subscription of Two Dollars (\$2.00). Accordingly, the Second Special Resolution will remove the requirement for there to be an annual minimum subscription.
4. In its place, the Board is proposing a new system whereby if no subscription is charged by the Club, members have to "activate" their membership on such minimum occasions and during such period as determined by the Board. The members will activate their membership by providing and having recorded proof of their membership through their electronic or hard copy card whenever they make a purchase. If a member does not activate their membership within the set time frames, they will cease to be a financial member of the Club and then could be removed from membership. This requirement will not apply to Ordinary and Life members.
5. Paragraph (b) inserts a new definition into Rule 1.
6. Paragraph (c) updates to Rules to confirm writing includes email.
7. Paragraph (d):
  - (a) will insert introductory rules into the Constitution which reflect the status of the Constitution as a binding contract between members;
  - (b) clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology; and

- (c) includes a new rule to refer to the Club's responsible service of alcohol and responsible conduct of gambling policies.
8. Paragraphs (e) and (f) remove 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.
  9. Paragraphs (g), (h) and (i) clarify that applications for membership of the Club will be able to be lodged in hard copy or electronically.
  10. Paragraph (n) provides that members must provide to the Club their director identification number before they are eligible to nominate for or be appointed to the Board.
  11. Paragraph (o) provides that if at the close of nominations there are any remaining vacancies, these will be casual vacancies to be filled by the Board after the Annual General Meeting. Currently, the Rules provide that nominations will be called from the floor of the meeting.
  12. Paragraph (r) clarifies that the Board has the power to create and dissolve sub clubs and sections.
  13. Paragraph (q) removes the requirement for monthly Board meetings. This requirement has been removed from the Registered Clubs Act and replaced with a requirement to meet at least quarterly.
  14. Paragraph (r) deletes the Rule that proposed business or motions for the Annual General Meeting may be delivered to the Board 28 days before the meeting. The Corporations Act provides a regime where members can submit items of business for a general meetings. Individual members do not have the right to have business included in the business of the meeting. They can make a request for the Board to consider. However, 28 days before the date of the Annual General Meeting does not provide sufficient time to have any item of considered by the Board and included in the notice of meeting which must be published 21 days before the meeting.
  15. Paragraph (s) provides that the default position for the giving of notices from the Club will be by way of electronic means, eg published on the website and through email and sms. Members will be able to request a hard copy of the notice be sent to them by post.
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**12.** The new Club development project update from the CEO.

**13.** Other Business  
Members comments or questions.

Dated and signed 18<sup>th</sup> February 2025

By direction of the Board  
Andrew Anderson  
CEO