



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 Wednesday, 23rd October 2019 commencing at 7pm in the Club's main premises at 20-24 John Street, Lidcombe.

Business

- 1. Opening and opening Prayer**
- 2. Attendance and quorum**
- 3. Apologies**
- 4. Meeting Protocols**
- 5. Receipt of the minutes of the 2018 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 2019**
- 7. 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 reasonably commensurate with their office and duties where and as the Board in each case decides is reasonable, including without limitation by these examples:

- reasonable food and refreshments; parking; uniform clothing; and communication and information technology*
- director education and training (including memberships)*
- 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)*

continued overleaf ...

- (d) 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)
- (e) 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 first part of the proposed resolution is in a similar form to last year.

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.

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.

The second part of the proposed resolution (in relation to benefits to particular classes of members), is additional and 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, attending at and participating 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.

The present Board unanimously recommend the proposed resolution.

8. 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 \$4,000, 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.

Explanatory Note – Ordinary Resolution: Honorarium – Chairperson

The amount of the proposed honorarium for the Chairperson is unchanged from last year. An honorarium may only be paid where approved by a resolution passed at a general meeting.

Under the clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board. The Chairperson can choose whether or not to accept the honorarium.

In addition to the honorarium, as a consequence of the honorarium the Club may have to pay a Superannuation Guarantee contribution on behalf of the Chairperson at the minimum rate required under legislation.

The present Board unanimously recommend the proposed resolution.

9. 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 \$1,000, 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 each Director (other than the Chairperson, for so long as there is a resolution in force approving of a separate honorarium for the Chairperson) of the Club in respect of their service on the Board until the next Annual General Meeting subject to the following.

- (a) The right of a particular director to receive the honorarium is suspended for so long as that Director has not yet completed training that will meet the requirement of any current Mandatory Training By-law.*
- (b) A Director appointed to fill a casual vacancy is entitled to receive the honorarium for the whole of the period from their appointment until the next Annual General Meeting even though they may not have yet completed that training.*

Explanatory Note – Ordinary Resolution: Honorariums – Directors

The amount of the proposed honorarium for directors is unchanged from last year.

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

Under the clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.

The proposed honorarium takes into account the changing circumstances of the Club including the further increase in the size and complexity of the Club's operations and the resultant increase in what the Club needs and expects from Directors.

The amount of the proposed honorarium is not inconsistent with honorariums paid to directors of other similar-sized clubs.

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

Differently to previous years, the proposed resolution also makes the right of an individual director to receive the proposed honorarium, conditional on that director completing training that meets the requirement of any current Mandatory Training By-law – Directors and Candidates for Election.

In addition to each honorarium, as a consequence of the honorarium the Club may have to pay a Superannuation Guarantee contribution for the benefit of the recipient at the minimum rate required under legislation.

The present Board unanimously recommend the proposed resolution.

10. 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 \$1,000, 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 each Director appointed as a chair of one of the following Board committees – Audit and Risk; Nominations; Discipline; Property & Development; and 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. A person acting in more than one of those capacities is entitled to receive the honorarium for each of those capacities in which they act. Any honorarium payable under this resolution is in addition to any honorarium awarded to a person in their capacity as a Director or as the Chairperson of the Club.

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

The amount for which authorisation is requested is unchanged from last year.

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

Under the clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.

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.

The proposed honorarium for each chairperson is not by way of remuneration but rather by way of recognition of that extra service to the Club.

It is at the discretion of an individual chairperson as to whether or not they accept the honorarium.

In addition to each honorarium, as a consequence of the honorarium the Club may have to pay a Superannuation Guarantee contribution for the benefit of the recipient at the minimum rate required under legislation.

The present Board unanimously recommend the proposed resolution.

11. 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.

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

Under the clubs legislation, the only members entitled to vote on this resolution are the members who are entitled to vote at the annual election of the Board.

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.

In addition to the honorarium, as a consequence of the honorarium the Club may have to pay a Superannuation Guarantee contribution for the benefit of the recipient at the minimum rate required under legislation.

The present Board by unanimously recommend the proposed resolution.

12. 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.

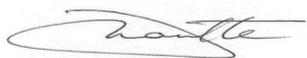
13. Auditor If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

14. Election Declaration of the results of the election of the directors to hold office from the end of the meeting.

15. CEO's report The CEO will provide an update on aspects of current Club activities and planning, for the information of members.

16. Management A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.

By authority of the Board



David Mantle
Chief Executive Officer and Secretary
23rd August 2019

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. Under the registered clubs legislation, proxies are not permitted.

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

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.

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.

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.



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