

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the Castle Hill R.S.L. Club Limited ABN 35 001 043 910 held in the Sovereign Room of the Castle Hill R.S.L. Club Ltd., 77 Castle Street, Castle Hill at 8.00 p.m. on TUESDAY, OCTOBER 20, 2009

BUSINESS:

- (a) Apologies
- (b) To receive and confirm the Minutes of the previous Annual General Meeting held on Tuesday, October 21, 2008
- (c) To receive and consider the financial accounts for the year ended June 30, 2009 together with the Directors' report, Directors' statement and Auditor's report thereon
- (d) To consider and if thought fit, pass as Ordinary Resolutions, Resolutions 1 to 5 set out in the Notice of Meeting circulated to members.
- (f) To consider and if thought fit pass Special Resolutions 1 to 3 set out in the Notice of Meeting circulated to members.
- (g) To consider and if thought fit approve Life Membership for Mr. George Ford, Membership No. 13444 as nominated by Mr. Robbie Duncan, Membership No. 16 and seconded by Mr. Ron Smith, Membership No. 6 and to consider and if thought fit approve Life Membership for Mr. David Thorn, Membership No. 363 as nominated by Mr. Robbie Duncan, Membership No. 16 and seconded by Mr. Rick Cumming, Membership No.3.
- (h) Subject to no other nominations or notices of motion being received to the contrary, the following existing holders of the office of Patron will be returned, namely the Federal Member for Mitchell for the duration of office, the State Member for the Hills for the duration of office, the State Member for Baulkham Hills for the duration of office, the Mayor of Baulkham Hills Shire Council for the duration of office - those persons being Mr. A. Hawke M.P. (Federal), Mr. M.J. Richardson, M.P. (State), Mr. W.A. Merton, M.P. (State), Mayor - Councillor Larry Bolitho.
- (i) To consider and if thought fit the addition of the following persons to the positions of Patrons of the club in recognition of the club's extension into outlying areas and our recent amalgamation with Parramatta R.S.L. Club.
State Member for Hawkesbury, Mr. Ray Williams, M.P.; State Member for Parramatta, Ms. Tanya Gadiel, M.P.; Federal Member for Parramatta, Ms. Julie Owens, M.P. and Lord Mayor of Parramatta, Councillor Tony Issa.
- (j) With regards to the company Auditor, Mr. Paul Cheeseman of PKF Chartered Accountants & Business Advisers continues in office in accordance with the Corporations Act 2001.
- (k) Any other business of which due notice has been given
- (l) The Declaration of Board Executive for the ensuing year.

By Order of the Board,



David O'Neil
GENERAL MANAGER/COMPANY SECRETARY

CASTLE HILL R.S.L. CLUB LIMITED ABN 35 001 043 910 NOTICE OF ORDINARY RESOLUTIONS FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **Castle Hill R.S.L. Club Limited** ("the Club") to be held on **Tuesday 20th October 2009** commencing at **8:00pm** in the Sovereign Room at the Club's premises at Castle Street, Castle Hill, New South Wales (separate Notice of the Annual General Meeting having been given), members will be asked to consider, and if thought fit, pass the following resolutions which are proposed as Ordinary Resolutions.

ORDINARY RESOLUTION NO. 1

- (a) That until the next Annual General Meeting, pursuant to the provisions of the Corporations Law and the Registered Clubs Act, the members authorise the payment from the Club's funds of a total sum not exceeding \$109,000 (excluding any Goods and Services Tax) as honoraria, this amount is to include all superannuation guarantee levy payments entitled to be paid to the eligible Directors in accordance with the law, such sum being distributed amongst the members of the Board as follows and that this amount should increase annually as per CPI:
 - (i) as to the President: \$10,741.00 Honorarium
 - (ii) as to each of the 2 Vice-Presidents and the Treasurer: \$9,667.00 Honorarium
 - (iii) as to each of the 8 other Directors: \$8,593.00 Honorarium
- (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.

ORDINARY RESOLUTION NO. 2

- (a) That until the next Annual General Meeting, pursuant to the provisions of the Corporations Law and the Registered Clubs Act, the members hereby approve and agree to the expenditure by the Club of a sum not exceeding \$70,000 (excluding any Goods or Services Tax) for the professional development and education of any Director, and the General Manager and such other authorised employees of the Club, if the General Manager and those other employees are members of the Club at the relevant time, as the Directors shall by resolution approve where such sum is:
 - (i) applied in or towards the reasonable cost of food, travel, accommodation, registration fees or subscriptions incurred in attending such trade shows or displays, seminars, conferences, meetings, or visiting the premises of other registered clubs, gaming venues and hospitality venues to view or assess their

facilities or operational systems, domestically and / or abroad and

- (ii) approved by resolution of Directors as being reasonably incurred for the betterment of the Club.
- (b) The members acknowledge that the benefits in paragraphs (a) above are not available to members generally but only for those who are Directors of the Club and those persons who are members of the Club and directly involved in the above activities.
- (c) The members acknowledge that the benefits in paragraphs (b) above are not available to members generally but only for those who are Directors of the Club.

ORDINARY RESOLUTION NO. 3

(a) That until the next Annual General Meeting, pursuant to the Registered Clubs Act, the members approve the continuation of, and the provision of, the following rights and benefits to Directors, and such other persons if those persons are members of the Club at the relevant time, as from time to time the Directors shall authorise or approve:

- (i) the provision of designated / reserved car parking spaces for the exclusive use of Directors, the Group General Manager, Life members, disabled persons (being members or guests of members), or such other persons as the Directors may, by resolution, from time to time authorise;
- (ii) each member of the Board be provided with the necessary tools of trade to professionally facilitate their roles and responsibilities as a Director;
- (iii) the use and enjoyment of the Club Boardroom and Bar therein for Directors and to entertain guests of the Club in such Boardroom and that all beverages served therein be at the Club's expense;
- (iv) the right to provide any member elected as a Life member in accordance with the Club's Constitution, with a Club blazer upon their election to Life membership;
- (v) the provision from Club funds of the reasonable cost of providing for each Director, the General Manager and such employees as the Board shall from time to time approve, a Club uniform, blazer, tie and Club formal wear to be worn at Club functions and whilst attending to or carrying out any duties in relation to the Club whether at the premises of the Club or elsewhere;
- (vi) the provision from Club funds of the reasonable cost of Directors, the General Manager and authorised employees attending, at the Club or elsewhere as representatives of the Club, such community, charity, special functions or occasions as the Board shall from time to time authorise and determine as being reasonably incurred in the course of their respective duties in relation to the Club;
- (vii) the provision from Club funds of tickets to be

issued without charge and for the reasonable expenditure on provision of food and beverages provided to Directors and their guests (which expression shall include a Club member and a partner), where the Directors and their guests attend the Club in any function room including the Boardroom for any Anzac Day celebrations or any other purposes in relation to the Club as the Directors shall, by resolution, approve upon production of such documentary evidence as the Directors deem sufficient in support of such expenditure being reasonably incurred in relation to the Club;

- (viii) the provision from Club funds of the reasonable expenditure on meals and beverages provided for each Director both immediately before or after any meeting of Directors including any sub-committee and in the case of meals where such meeting corresponds with a normal meal time and upon production of or in accordance with such invoices, vouchers, receipts or other properly written records evidencing the same and which is authorised by a current resolution of the Board as being reasonably incurred.
- (ix) the provision to each and every Director of the Club for use without charge the facilities of the Club's C2K Fitness Centre.
- (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 and those persons who are members of the Club and directly involved in the above activities.

ORDINARY RESOLUTION NO. 4

(a) That until the next Annual General Meeting, pursuant to the Registered Clubs Act, the members approve the provision of an annual dinner for Life and/or Veteran members at both Castle Hill RSL Club and Parramatta RSL Club and an invited guest without charge for the reasonable expenditure of food and beverage.

ORDINARY RESOLUTION NO. 5

(a) That until the next Annual General Meeting, pursuant to the Registered Clubs Act, the members approve that Life Members who have passed away and their wake is held at the club be entitled to up to \$450 contribution towards the cost of the same.

EXPLANATORY NOTE TO MEMBERS REGARDING ORDINARY RESOLUTIONS

This Note is to be read in conjunction with the proposed Ordinary Resolutions:

1. Ordinary Resolution No. 1 is to have the members approve a sum not exceeding \$109,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting in relation to Directors' honoraria. A sum of money paid to a member in respect of his services a member of the Club's Board has to be approved by a resolution passed at a General Meeting at which the persons entitled to vote are the same as those entitled to vote at the election of Directors.

2. Ordinary Resolution No. 2 is to have the members approve a sum not exceeding \$70,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting for Directors, and the General Manager and other authorised employees (if those persons are members of the Club), to attend trade shows, displays, seminars, conferences, meetings, and to attend other registered clubs, gaming venues and hospitality venues to assess their facilities or operations, all of which enable the Board to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.
3. Ordinary Resolution No. 3 is to have the members approve certain additional rights and benefits to Directors and such other persons (if those persons are members of the Club) as the Directors may authorise or approve. These additional rights and benefits are directly related to the operation of the Club and to the activities of Directors incurred in relation to the Club.
4. Ordinary Resolution No. 4 is to have members approve certain additional rights and benefits to Life and / or Veteran members that is not extended to any other member or class of membership unless they are a Life or a Veteran member eligible.
5. Ordinary Resolution No 5 is to have members approve certain additional rights and benefits to Life members that are not extended to any other member or class of member unless they are a Life member.
6. All categories of members of the Club present at the Annual General Meeting, who may vote at the election of Directors, will be entitled to vote on every Ordinary Resolution proposed at the General Meeting in accordance with the changes of the clubs Constitution at the 2008 Annual General Meeting.
7. Each of the Ordinary Resolutions must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
8. 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.

CASTLE HILL RSL CLUB LIMITED ACN 001 043 910 NOTICE OF SPECIAL RESOLUTIONS

NOTICE is hereby given that at the Annual General Meeting of Castle Hill RSL Club Ltd (**Club**) to be held on **Tuesday, 20 October 2009** commencing at **8:00pm** in the Club's premises at 77 Castle Street, Castle Hill (separate notice having been given), the members will be asked to consider and if thought fit, pass the following resolutions which are proposed as special resolutions:

FIRST SPECIAL RESOLUTION

"That the Constitution of Castle Hill RSL Club Ltd be amended by:

- In Rule 45(h), replacing the words "five (5) weeks" with the words "eight (8) weeks", so that the Rule will read as follows:

"(h) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board or disciplinary committee has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined or for eight (8) weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member must be notified in writing to that member."

EXPLANATORY MESSAGE REGARDING THE FIRST SPECIAL RESOLUTION

1. Rule 45 of the Club's Constitution sets out the powers of the Board to deal with member disciplinary matters. Members who are considered to have engaged in conduct which is in breach of the Club's Constitution or By-laws, prejudicial to the interests of the Club, conduct unbecoming of a member or which renders them unfit for membership may be subject to disciplinary proceedings. Members who are guilty of such conduct are liable to be reprimanded, suspended from all privileges of membership for a period of time or expelled from membership.
2. Under Rule 45(h), the Board must notify a member of any charge against him or her under Rule 45 at least 7 clear days before the hearing at which the charge will be heard. Under Rule 45(h), the Board or the disciplinary committee may immediately suspend the member pending the hearing of the charge or 5 weeks, whichever is the sooner.
3. As the Club now has 2 sets of premises and the large membership of the Club, some disciplinary matters are taking longer than 5 weeks to be heard and it is difficult for the Board or disciplinary committee to adhere the current time period in Rule 45(h) in every case. Therefore, it is sought to allow a period of up to 8 weeks or the hearing of the charge, whichever is the sooner, for any immediate suspension of a member prior to a hearing of a charge.
4. If the first special resolution is passed, the Board may immediately suspend a member for up to 8 weeks or up to the hearing of the relevant charge, whichever is the sooner.

SECOND SPECIAL RESOLUTION

"That the Constitution of Castle Hill RSL Club Ltd be amended by:

- Deleting Rule 49 and inserting instead the following new Rule 49:

"49 (a) Prior to the conclusion of the 2010 Annual General Meeting, the business and affairs of the Club and the custody and control of its funds and property is to be managed

by a Board of Directors consisting of twelve (12) Directors who will comprise a President, two (2) Vice-Presidents, a Treasurer and eight (8) other Directors.

- (b) On and from the conclusion of the 2010 Annual General Meeting, the business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of Directors consisting of nine (9) Directors who will comprise a President, two (2) Vice-Presidents, a Treasurer and five (5) other Directors".

- Deleting Rule 68 and inserting instead the following new Rule 68 as follows:

"68 (a) Prior to the conclusion of the 2010 Annual General Meeting, the quorum for meetings of Board is seven (7) Directors.

- (b) On and from the conclusion of the 2010 Annual General Meeting, the quorum for meetings of the Board is five (5) Directors."

EXPLANATORY MESSAGE REGARDING THE SECOND SPECIAL RESOLUTION

5. Presently the Club's Board of Directors is comprised of 12 members (see existing Rule 49 of the Club's Constitution regarding the size of the Board). It is proposed that from the conclusion of the 2010 Annual General Meeting, the number of Directors be reduced to 9 members. The reasons for the proposed reduction in the number of Directors are:

- (a) Savings in costs and expenses to the Club;
- (b) Greater efficiency in conduct of Board business; and
- (c) Optimisation of the size of the Board taking account the Club's needs and size of membership.
6. The ClubsNSW Code of Practice Best Practice Guideline on Board Composition states that the optimum size of a registered club board of directors is 6 directors plus the chairperson (i.e. a total of 7 directors). The recommendation comes as a result of the Industry Working Parties recommendation to the Government to legislate a reduction in board sizes to a maximum of nine(9).
7. If the size of the Board of Directors is to be reduced from 12 members to 9 members, it is necessary to make a consequential change to be made to Rule 68 regarding quorums for meetings of the Board.
8. Presently Rule 68 of the Club's Constitution states that a quorum for a meeting of the Board is 7 Directors. Such a quorum is appropriate for a Board of 12 members. However, if the size of the Board is reduced from 12 to 9 Directors pursuant to the special resolution, it is considered that an appropriate quorum for a meeting Directors is 5.

THIRD SPECIAL RESOLUTION

"That the Constitution of Castle Hill RSL Club Ltd be amended by;

- Deleting Rule 75(b) and inserting instead, the following new Rule 75(b):

"(b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under sections 206F or 206G of the Act;"

- Deleting Rule 75(i) and inserting instead, the following new Rule 75(i):

(i) fails to declare the nature of material personal interest in a matter referred to in Section 191 of the Act.

EXPLANATORY MESSAGE TO MEMBERS REGARDING THE THIRD SPECIAL RESOLUTION

9. Rule 75 of the Constitution lists the circumstances whereby a casual vacancy is created on the Board. Existing Rules 75(b) and 75(i) refer to earlier sections of the *Corporations Act 2001 (Cth)* concerning the creation of casual vacancies on the Board arising from:

- (a) Disqualification of directors from managing companies; and
- (b) Failure to disclose material personal interests or interests in contracts involving the Club.

10. Proposed new Rules refer to current provisions of the *Corporations Act* concerning disqualification of directors from managing companies and disclosure obligations concerning material personal interests.

GENERAL NOTES TO MEMBERS REGARDING THE SPECIAL RESOLUTIONS

11. Pursuant to the Rule 106 of the Club's Constitution, financial Category 1 members are the only members eligible to vote on the Special Resolutions.
12. To be passed the Special Resolutions must receive votes in their favour from not less than three quarters of those members, who being entitled to do so, vote in person at the meeting.
13. As a result of the Special Resolution provisions of the *Corporations Act 2001 (Cth)*, the Special Resolutions must be considered as a whole and cannot be altered by motions from the floor of the meeting.
14. Members who are employees of the Club are not entitled to vote.
15. Proxy voting is prohibited by the *Registered Clubs Act 1976 (NSW)*.
16. The Board recommends that members vote in favour of the Special Resolutions.



David O'Neil
GROUP GENERAL MANAGER/ COMPANY SECRETARY

9 SEPTEMBER 2009

The Castle Hill RSL Annual Report is available online at www.castlehillrsl.com.au or in hard copy through contacting Castle Hill RSL Reception on 8858 4800.