



**ANNUAL  
GENERAL  
MEETING**

**WEDNESDAY  
31ST MAY 2023**

# Granville Diggers Club Limited

## Notice Of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Granville Diggers Club Limited will be held at the premises of the Club, 5 Memorial Drive, Granville, New South Wales on Wednesday 31<sup>st</sup> of May 2023 at 7.00pm.

We may use more than one room and we may use technology, if necessary, for social distancing or in order to meet any public health requirements that are then applicable.

**SPECIAL NOTICE – ELECTION OF DIRECTORS.** Until nominations close a week before the AGM, it will not be known whether a ballot is going to be needed for the election of directors for the next two years up to the 2025 AGM.

If a ballot is required then a note to that effect will be displayed in the club premises during that week but nothing further will be sent out to members.

The ballot will take place at the club premises, ***over the period of two hours prior to the commencement of the AGM.***

All financial ordinary members, and life members, are entitled to vote if there is a ballot. However, Club employees are not entitled to vote.

A member wishing to vote must attend at the Club premises personally to cast their vote.

***If you wish to vote in the election of directors, please ensure you allow adequate time*** from 5 PM ahead of the start of the AGM, as there may be delays at the last minute and any members who don't get to vote within the prescribed time will have lost their voting right. There is no scope under the Constitution to extend the voting period just because members may otherwise miss out.

**AGENDA FOR THE AGM.** The only proposed resolution is shown below. No other resolutions will be proposed.

The proposed resolution is put forward by and recommended by the Board. The Chair will not call for a mover or seconder for the proposed resolution but will open the meeting up for discussion before the proposed resolution is put to the vote.

The chair will not call for a resolution to accept apologies, or to acknowledge receipt of the minutes or of the annual reports. Whilst the minutes and reports will be open for discussion they will be taken as received.

All of that follows modern corporate practice.

## **Business**

1. **Opening.**
2. **Attendance and quorum.**
3. **Apologies.**
4. **Receipt of the minutes of the previous Annual General Meeting.**
5. **Receipt and consideration of the Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 31 December 2022.**
6. **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.
7. **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.
5. **Ordinary Resolution: Benefits for Directors 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 for, or the provision by the Club at the Club's expense of, benefits facilities and support for, the Directors reasonably commensurate with their offices and duties where and as the Board in each case decides is reasonable in the interests of the Club, including without limitation the examples set out in Attachment 1; and*
- *the provision of benefits to the classes of members set out in Attachment 1, as the Board in each case decides is reasonable in the interests of the Club.*

***Explanatory Notes – Benefits for Directors and other members***

*See Attachment 1 for the background to the proposal for this resolution and the examples and details to which the proposed resolution refers.*

6. **Management.** A reasonable opportunity will be provided for members to ask questions about or make comments on the management of the Club.
7. **Election of Directors.** Declaration by the Returning Officer of the results of the biennial election of directors.

By authority of the Board

Steve Rodrigues

Chief Executive Officer

Date Monday 24<sup>th</sup> of April 2023

**PLEASE READ THE FOLLOWING IMPORTANT NOTES**

**Alternative arrangements**

If it becomes necessary or appropriate due public-health orders or other concerns for health or safety, or because of the number of anticipated attendees, to

- (a) use overflow rooms (due to possible numbers attending or social distancing requirements), then that will be done, and directions given at the time of the meeting, with connections and participation facilitated by technology if necessary; or
- (b) hold the meeting as a virtual meeting using technology, then members will be notified as early as possible and instructions provided.

**Possible delays**

Members are encouraged to allow extra time to gain access to the meeting room and also to allow a good amount of extra time ahead of the starting time for the meeting in case a ballot for the election of directors is required.

Also please be patient regarding any delays due to social distancing and any other health safety or security measures that may be in place. Please observe all health

safety and security directions and 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 connection 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; and
- (c) you must not allow anyone else to use your access right or to vote for you.

### **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 10 days prior to the meeting**, so that answers may be researched, if required.

### **Quorum**

The quorum for the meeting is 20 members present and entitled to vote.

### **Eligibility**

Unfinancial members are not entitled to attend or vote. Honorary, temporary or provisional members are not entitled to attend or vote.

### **Employees and proxies**

Employee members are not entitled to vote at the meeting. Under the registered clubs legislation, proxies are not permitted.

### **Auditor**

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 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 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.

## **Resolutions**

It is a requirement under corporations law that any 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).

It is also a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting except for certain resolutions it may be accepted by the Chair, of a procedural nature or that are specifically anticipated by the Club's Constitution.

## **Annual Report**

Members are able to find the Annual Report including the (concise) Financial Report, for the previous financial year at <http://www.granvillediggers.com.au/> behind the Annual Report tab.

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## **Attachment 1      Benefits for directors and other members**

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.

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.

The resolution also deals with the proposed non-cash benefits for only some members or for directors and their partners, where the benefit will not be equally available to all members. The Club is not permitted to provide any benefit to different classes of members without a current authorisation from a general meeting.

This year the proposed resolution includes approval for the allocation of parking spaces for Life members and up to two Welfare Officers. Previously that proposal was put as a separate resolution but it is now included here to simplify the business of the 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.

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.

The present Board unanimously recommend the proposed resolution.

Examples of benefits at the expense of the Club that will be covered by approval of the proposed resolution are:

- (a) *reasonable food and refreshments; parking (deemed provided at no cost); uniform clothing; and communication and information technology equipment and facilities;*
- (b) *director education and training (including memberships of other relevant bodies);*
- (c) *expenses in connection with representation of the Club, or attendances (including with partner, where the Board deems appropriate in the interests of the Club) at events, professional conferences and seminars, or on study tours (including where the Board deems appropriate in the interests of the Club, internationally);*
- (d) *expenses in connection with representation of the Club, or attendances at events, professional conferences and seminars, or on study tours - payment of an allowance of up to the amount prescribed per day by the Australian Tax Office as a reasonable travel and meal allowance expense for the respective year, to each director who accepts a request from the Board to participate, to cover reasonably anticipated incidental expenses that will not otherwise be paid or borne by the Club.*
- (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 in the interests of the Club and the circumstances permit, reimbursement for motor vehicle use on a kilometrage basis at the rates approved from time to time by the Australian Taxation Office as reasonable for taxation purposes);*

Benefits for particular classes of members, proposed to be approved, are:

- (a) *the provision of financial or other support for community functions (determined by the Board to otherwise be in conformity with the Club's objects) - including where a director or other member may have a direct or indirect interest or connection or be a participant;*



- (b) *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, directors or other individuals who have materially contributed to the Club - where a director or other member may have a direct or indirect interest or connection or be a participant;*
- (c) *directors and other members (and their partners or other family) attending at and participating in Club or Sub 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;*
- (d) *the provision of both a Christmas function and one other annual function, for the Board and its guests (whether or not they are members) being persons who have supported the Club or promoted the success of the Club or who are important to the continued success of the Club;*
- (e) *preferential bookings or reservations for Directors and their partners, for Club functions;*
- (f) *modest presentations to members where deemed appropriate by the Board in recognition of services or contributions to the Club - not being remuneration for services;*
- (g) *directors' and officers' insurance maintained by the Club as determined by the Board from time to time;*
- (h) *the hosting or support or both, of other Club functions, that may be attended by some Directors and their partners and by other members and their partners, in accordance with tradition and the Club's objects, such as ANZAC Day and Remembrance observances; and*
- (i) *directors and their partners attending events and receiving hospitality, food and refreshments, in connection with the activities of club business partners and the activities of recipients of club support or sponsorship (without limitation, such as attendance and corporate hospitality at a sponsored party's sporting event.*

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