

## **NOTICE OF ORDINARY RESOLUTIONS & LIFE MEMBERSHIP RESOLUTION FOR ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of ST MARYS DISTRICT BAND CLUB LIMITED (ABN: 40 000 953 293) will be held in the Club's premises 411 Great Western Highway, St Marys, New South Wales on **Sunday 5 August 2018 at 10.00 a.m.**

### **BUSINESS**

1. Apologies
2. Confirmation of minutes of previous Annual General Meeting held on Sunday 13 August, 2017
3. Officers' Reports.
4. Presentation and consideration of the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 April 2018.
5. Patron's Endorsement.
6. Ordinary Resolutions (as below in this Notice).
7. Resolution for Life Membership (as below in this Notice).
8. General Business
9. Election of President and Board of Directors 2018/2020
10. Destruction of Ballot Papers for 2018/2020 Election of President and Board of Directors

(Members who have questions which they wish to raise in relation to the reports at Item 4 (which will be available on Friday 13 July 2018 at [www.stmarysbandclub.com.au](http://www.stmarysbandclub.com.au) or as requested via email or post) are requested to submit them to the Chief Executive Officer if possible seven (7) days before the Annual General Meeting to allow for any necessary research, otherwise a detailed answer may not be given at the Annual General Meeting.

By order of the Board of Directors



Marlene Shipley, Chief Executive Officer  
Dated: 3 July, 2018

### **FIRST ORDINARY RESOLUTION**

That pursuant to the Registered Clubs Act the members hereby approve and agree to Directors receiving the benefits in paragraphs (a) to (k), which are not available to members generally but only to those members who are Directors of the Board.

- (a) The reasonable cost of a meal and refreshments associated with each Board meeting of the Club where the meeting corresponds with a normal meal time;
- (b) The provision of blazers and associated apparel for the use of Club Directors when representing the Club.
- (c) Reimbursement of reasonable expenses incurred by Directors in travelling to and from Directors meetings or to other meetings as approved by the Board from time to time on the production of invoices, receipts or other proper documentary evidence of such expenditure.
- (d) An end of year function to be held in the Club to be attended by Directors and their spouses/partners without charge, the cost of such function to not exceed \$5,500.00.
- (e) The reasonable cost of Directors attending the ClubsNSW Annual General Meeting, Trade Show and Conference.
- (f) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
- (g) The reasonable cost of Directors attending other registered clubs for viewing and assessing their facilities and the methods of operation provided such attendance is approved by the Board as being necessary for the betterment of the Club.
- (h) Reasonable expenses of Directors and their spouses or partners when representing the Club at either of the Clubs Bands National Title competitions.
- (i) Reasonable expenses of Directors when representing the Club at State Band competitions.
- (j) The reasonable cost of Directors undertaking training as required by the *Registered Clubs Act* and *Regulations*.
- (k) The reasonable cost to the Club of providing Directors with iPads or similar devices for Directors' use at Board meetings and other purposes related to their duties as Directors.

#### **Notes to Members in relation to First Ordinary Resolution**

1. If passed the First Ordinary Resolution will approve Directors receiving certain benefits which are not available to all members. Those benefits relate to their conduct, activities and duties as Directors of the Club, but in certain cases as indicated the benefits extend to spouses/partners of Directors.
2. The benefits are much the same as those approved last year and previous years.

#### **Procedural matters**

3. To be passed the First Ordinary Resolution requires votes from not less than a majority (50% + 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
4. Only financial Foundation members, financial Ordinary members, financial Senior members and Honorary Life members are entitled to vote on the First Ordinary Resolution.
5. The *Registered Clubs Act* prohibits proxy voting and prohibits members who are employees of the Club from voting.
6. The Board of the Club requests that members vote in favour of the First Ordinary Resolution.

#### **SECOND ORDINARY RESOLUTION**

That the members approve the Board appointing:

- (a) Two Directors to be representatives of the Brass Band.
- (b) Two Directors to be representatives of the Pipes and Drums Band.

#### **Notes to Members in relation to Second Ordinary Resolution**

1. The Second Ordinary Resolution is the same resolution that has been presented to members at previous Annual General Meetings and is to have members approve of the Board appointing two Directors to be representatives of the Brass Band and two Directors to be representatives of the Pipes and Drums Band.

#### **Procedural matters**

2. To be passed the Second Ordinary Resolution requires votes from not less than a majority (50% + 1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
3. Only financial Foundation members, financial Ordinary members, financial Senior members and Honorary Life members are entitled to vote on the Second Ordinary Resolution.
4. The *Registered Clubs Act* prohibits proxy voting and prohibits members who are employees of the Club from voting.
5. The Board of the Club requests that members vote in favour of the Second Ordinary Resolution.

#### **RESOLUTION FOR LIFE MEMBERSHIP**

That Cheryl Watson (Membership No. 1285) be hereby elected as an Honorary Life member of St Marys District Band Club Limited.

#### **Notes to Members in relation to Resolution for Life Membership**

1. Under Rule 16 of the Club's Constitution any member who:

- "(i) has rendered outstanding service to the Club; or*
- (i) has been a director of the Club for not less than 10 consecutive years;"*

is eligible to be elected to Honorary Life membership of the Club. The election is effected by way of a resolution carried by a two-thirds majority of those members present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board.

2. The Board by resolution passed on 2 May 2018 recommend to the members that Cheryl Watson be elected to Life membership of the Club, on the grounds that Cheryl Watson has been a director of the Club for 10 years thereby satisfying the requirements of Rule 16 of the Club's Constitution.
3. In order to be passed the resolution requires votes from two-thirds of those members present and voting at the meeting on the resolution.

#### **RESOLUTION FOR LIFE MEMBERSHIP**

That Karen Cassel (Membership No. 75) be hereby elected as an Honorary Life member of St Marys District Band Club Limited.

#### **Notes to Members in relation to Resolution for Life Membership**

1. Under Rule 16 of the Club's Constitution any member who:

- "(i) has rendered outstanding service to the Club; or
- (ii) has been a director of the Club for not less than 10 consecutive years;"

is eligible to be elected to Honorary Life membership of the Club. The election is effected by way of a resolution carried by a two-thirds majority of those members present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board.

2. The Board by resolution passed on 2 May 2018 recommends to the members that Karen Cassel be elected to Life membership of the Club, on the grounds that Karen Cassel has been a director of the Club for 10 years thereby satisfying the requirements of Rule 16 of the Club's Constitution.
3. In order to be passed the resolution requires votes from two-thirds of those members present and voting at the meeting on the resolution.

Dated: 3 July 2018

By direction of the Board

Marlene Shipley  
Chief Executive Officer

## CURRENT DIRECTORS OF ST MARYS DISTRICT BAND CLUB LIMITED

### JEFFREY WATSON – President



I have been President of St Marys District Band Club for over 10 years and, in that time, have had the pleasure of seeing the ground floor of the Club refurbished, and I hope to still be here to see progress with the next stage. I was elected an Honorary Life Member, which is very dear to my heart. I hope to be here for many more years to come, and maintain my passion for the Club, the community and our members.

### BRETT GREENOW – Senior Vice President



I have been a Director for the last 7 years, and Senior Vice President for the past 2 years. I have worked together with Directors and Management to deliver the recent renovations on time and within budget. We have enhanced our gaming floor with modern and updated machines, maintained and increased grants to the Inter-Clubs and provided additional benefits to our VIP members, whilst maintaining and strengthening the Club's position in the community.

I have worked, and will continue to work hard along with the current Board, to build a better Club for members. Together we can make our Club "the place you'd rather be".

### CHERYL WATSON – Junior Vice President



I have been an active Board member for the past 10 years, and have loved every moment, especially seeing the renovations through. I hope to be able to serve a few more years on the Board so that I can be there to finish what the Board has put in place for the next 5 years in order to benefit our members and visitors.

### ROSS FRANKLYN-SMITH



I have some 40 years' association with the Band Club as a member, and was elected as a Board member in 2012. I have been a member of a number of Committees, as well as being the Board Representative for the St Marys Band Club Pipes & Drums for some time.

My objective is to help facilitate the Club's obligations and objectives for the benefit of the members and staff, whilst incorporating the traditions associated with the Club and the community.

I am privileged to be serving as a current Board member, and look forward to helping provide members, staff and the community with a facility that will realise the Club's vision into the future.

### KAREN CASSEL



I have been a Board member for 10 years, and currently am a member of a number of Committees, including the Work Health & Safety Committee.

I have been associated with the Band Club for over twenty years, having been an employee in the past. After ceasing employment with the Club, and still having a vested interest, I was elected by the members to the position of Director.

During the past 10 years, I have held the position of Junior Vice President for two, and have gained valuable experience working at Board level.

Over the past few years we have met many challenges, however, moving forward into an exciting future, we will continue to deliver improved facilities for our members.

### BERNARD BRATUSA



Currently a Penrith City Councillor, Justice of the Peace (NSW), and proud Board member of St Marys District Band Club.

Employed by Golf NSW as its Government Relations and Communications Manager.

Previous work experience includes senior roles within the NSW and Federal Governments as a media adviser and office manager, and 16 years with the Commonwealth Bank. I was also the foundation Managing Editor of The Western Weekender.

Current Board positions:

- Penrith Whitewater Board
- Penrith Valley Sports Foundation Board.

I maintain a passion for promoting everything good about our community, encouraging and supporting business, assisting community based organisations and boosting the local economy by creating employment opportunities.

### JOHN WILLIAMS



I have been a member of the Band Club for the last 20 years, and a current Board member since 2016. I have also been on a number of Committees during the past 35 years, as well as being Treasurer of the Club's Social Euchre Group for 17 years.

As a current Board member, I am extremely honoured to represent the members, and I will endeavour to see that the Club always provides members with the best possible facilities. With the members' support, I would like the opportunity to continue as a member of the Board and to also continue the tradition of this great Club, in making it an exciting and enjoyable destination that we can all be proud of.

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## As a member, have you considered becoming a Club Director?

The Band Club is always looking for members who can contribute at Board level, who have a passion for the Club and the skills and experience (legal, financial, business) that will be required in the business and social environment in which clubs will operate in the future.

Nominations in the upcoming election of the Club's Board of Directors will open on Saturday 14 July 2018. Please feel free to collect a nomination pack from Reception.

If you think you have the passion and dedication to join a progressive and dynamic team, and would like more information about what is involved in being a voluntary member of the Board, please contact Janet Hardy on 9623.1211 or [janet@stmarysbandclub.com.au](mailto:janet@stmarysbandclub.com.au) to make an appointment.