

# St George Rowing Club

## Notice of Annual General Meeting

ST GEORGE ROWING CLUB  
ACN 000 990 063

NOTICE IS HEREBY GIVEN THAT THE FIFTYITH ANNUAL GENERAL MEETING OF THE CLUB WILL BE HELD VIA ZOOM ONLINE CONFERENCE ON SUNDAY 27<sup>TH</sup> OCTOBER 2024 AT 11.00 AM. MEMBERS OF THE CLUBS ROWING SUB CLUB ARE WELCOME TO ATTEND

### AGENDA

1. Apologies
2. To confirm the minutes of the 49th Annual General Meeting held on 29<sup>th</sup> October 2023.
3. To consider:
  - (a) the Director's report for the year ended 30 June 2024
  - (b) the Financial report for the year ended 30 June 2024
  - (c) the Auditor's report for the year ended 30 June 2024

These reports will be available from the club upon written request at least 21 days before the Annual General Meeting.
4. Returning Officer to declare the results of the election of Directors required by the Club's Constitution. **Note:** Further information in respect of the election of Directors is available on the member's page of the website [www.rowersoncooksriver.com.au](http://www.rowersoncooksriver.com.au)
5. To consider special resolutions for constitution changes to align with government legislation changes.
6. To transact any other business that may be dealt with at the meeting.
7. All questions for the meeting must be submitted in writing seven (7) days prior to the meeting due to the use of online conference to [lyndalt@rowersoncooksriver.com.au](mailto:lyndalt@rowersoncooksriver.com.au).

Dated: 1<sup>st</sup> October 2024

By direction of the Board



Lyndal Talarico  
Chief Executive Officer

## ELECTION OF DIRECTORS AND VOTING 2024

1. Nominations for election to the Board open at 12.00pm on Thursday 10<sup>th</sup> October 2024. All nominations are to be electronically sent to the CEO using [lyndalt@rowersoncooksriver.com.au](mailto:lyndalt@rowersoncooksriver.com.au).
2. Eligible members who have attended the Director Information Day can nominate for the following positions available as per the triennial rule:
  - Ordinary Director from Rowing Sub Club – Three (3) year tenure.
  - Ordinary Director from Rowing Sub Club – One (1) year tenure to fill casual vacancy.
  - Ordinary Director – Two (2) year tenure to fill casual vacancy.
3. In accordance with the NSW Club's Act the Board is under no obligation to fill casual vacancies provided the quorum is met at each Board meeting as per Rule 61. of the St George Rowing Club Constitution.
4. In accordance with Rule 50 of the Club's Constitution. "Only financial Ordinary members and Honorary Life members who have been members of the Club for the (2) consecutive calendar years immediately preceding the date fixed for the Annual General Meeting are eligible to stand for and be elected to the Board."

As the Annual General Meeting will be held on 27<sup>th</sup> October 2024, a candidate must have been a member of the Club since 27<sup>th</sup> October 2022 to be eligible to stand for and be elected to the Board.

5. In accordance with Rule 51A of the Club's Constitution. "A member shall not be eligible to stand for or be elected as the Chairperson unless that member is a current Director of the Club, provided however that this shall not apply if a current Director does not stand for election or appointment as the Chairperson."
6. Nomination forms can be obtained from the club upon written request or on the member's page of the website [www.rowersoncooksriver.com.au](http://www.rowersoncooksriver.com.au).
7. Nomination forms must be signed by the candidate and by a proposer and seconder. Both the proposer and seconder must be financial Ordinary or Honorary Life Members of the Club. All details in the statutory Declaration must be completed for the nomination to be valid.
8. Completed nomination forms must submitted to the Club Secretary via email [lyndat@rowersoncooksriver.com.au](mailto:lyndat@rowersoncooksriver.com.au).
9. Nominations close at 6.00pm on Thursday 17<sup>th</sup> October 2024.
10. Voting will be conducted digitally from 18<sup>th</sup> October to 24<sup>th</sup> October 2024 between the hours of 12pm and 6.00pm. Voting forms will be available through our website. Please email your voting form with corresponding members card and photo identification to register your vote to [lyndalt@rowersoncooksriver.com.au](mailto:lyndalt@rowersoncooksriver.com.au).
11. Only Financial Ordinary Members or Honorary Life Members who produce their current membership card along with government issued photo identification, passport or license can vote.
12. The Returning Officer will post the result of the ballot on the Club Notice Board and website during the evening of Thursday 24<sup>th</sup> October 2024.
13. If you have any questions regarding the voting procedure or the election of directors please contact the CEO.

**ST GEORGE ROWING CLUB  
ACN 000 990 063**

**NOTICE OF SPECIAL RESOLUTION**

**PROCEDURAL MATTERS FOR SPECIAL RESOLUTION**

1. Only Life members and financial ordinary members who are members of the Club's Rowing Sub Club are entitled to vote on the Special Resolution.
2. To be passed, the Special Resolution must receive votes in favour from at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
3. Under the Registered Clubs Act:
  - i. members who are employees of the Club are not entitled to vote.
  - ii. proxy voting is prohibited.
4. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.

**SPECIAL RESOLUTION**

*[The Special Resolution is to be read in conjunction with the notes to members set out below.]*

That the Constitution of St George Rowing Club Limited be amended by:

- (a) **inserting** the following new Rule 5(d):

*"A reference to a person being present or participating in a meeting "in person" includes attendance by virtual or electronic means."*

- (b) **inserting** the following new Rule 5(e)

*"A reference to a notice in writing includes a notice sent electronically or notification of the notice being available being sent electronically."*

- (c) **inserting** the following new Rule 16(g)

*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 minimization objects;*
- (iii) take steps to enforce those policies;*
- (iv) without limiting the generality of Rule 9(f)(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 43 and 43A shall not apply to any such exclusion.*

- (d) **deleting** Rule 29(a) and in its place inserting the following new Rule:

*Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act if such a distance is required or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.*

- (e) **deleting** Rule 51(a) and inserting the new Rule:

*A member who is an employee, or who is currently under suspension pursuant to Rules 40, or 42A, who has been suspended at any time pursuant to Rule 40 or Rule 42A shall not be eligible to stand for or be elected to the Board*

- (f) **deleting** Rules 105 to 106B and in their place **inserting** the following new Rules

105 *A notice may be given by the Club to any member either:*

- (a) *personally;*
- (b) *by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) *by sending it by any electronic means;*
- (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
- (e) *by any other method permitted by the Corporations Act.*

106 *Where a notice is sent by post to a member in accordance with Rule 90, the notice shall be deemed to have been received by the members on the day following that on which the notice was posted.*

106A *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*

106B *Where a member is notified of a notice in accordance with Rule 90(d), the notice is taken to have been received on the day following that on which the notification was sent.*

106C *If a member has not made a specific election on how to receive notices, or they have not provided an email address or mobile phone number to receive electronic notification, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.*

---

## Notes to Members on Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolution also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraph** Error! Reference source not found. clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology.

3. **Paragraph** Error! Reference source not found. carries that notices in writing can be given electronically.
  4. **Paragraph** Error! Reference source not found. inserts new provisions which refer to the Club's responsible service of alcohol policy and responsible service of gaming policy and provide that the Club can take action to enforce those policies, including removing persons from the premises, and denying them access to the premises. This reflects a proactive approach to harm minimisation.
  5. **Paragraph** Error! Reference source not found. updates the rules in relation to temporary members to reflect proposed changes to the Registered Clubs Act in relation to eligibility for temporary members.
  6. **Paragraph** Error! Reference source not found. will amend the Constitution to provide that members who have been suspended will be ineligible to be a Director of the Club. This is in addition to the current provisions that a member currently under suspension is ineligible to be a director.
  7. **Paragraph** Error! Reference source not found. updates the Rules in relation to giving notices to members to reflect the current provisions of the Corporations Act.
  8. Honorary Life members and financial Ordinary members are eligible to vote on the Special Resolution.
  9. To be passed, a Special Resolution will be passed if at least 75% of the votes cast on the resolution by members eligible to vote are cast in favour of the resolution.
  10. Under the Registered Clubs Act proxy voting is prohibited and employees cannot vote.
  11. The Board recommend that members vote in favour of the Special Resolution.
-