

NOTICE OF ANNUAL GENERAL MEETING

To be held in the Clubs Sports Lounge, Sunday 11th April 2010 at 11.00am

- Nominations for position of Director of the Board open on Monday 1st March 2010 and close on Monday 8th March 2010 at 6.00pm
- Drawing for the positions on the ballot paper will take place on Monday 8th March 2010 at 6.15pm
- All notices of motion were to be in the hands of the General Manager by Monday 22nd February 2010
- Voting will commence on Monday 22nd March 2010 at 10.00am
- Voting will cease on Monday 29th March 2010 at 6.00pm
- All questions pertaining to the accounts contained within; are to please be in the hands of the General Manager by Tuesday 6th April 2010 to ensure accuracy of response.

Michael Free
President

Annual General Meeting 2010 Business Paper

- a) Apologies
- b) To receive and confirm the Minutes of the Annual General Meeting held 5th April 2009
- c) To receive and adopt the Annual Reports and Balance Sheet for year ending 31st December 2009.
- d) Receive President's Report & General Manager's Report.
- e) Ordinary Resolutions of the Board of Directors.

First Resolution

That pursuant to Section 10 (6) (b) of the Registered Clubs Act, the Members hereby approve the payment of honorarium to the President of the Club in the sum of \$2000, in respect of his services as President of the Club until the Annual General Meeting of the Club in the year 2011.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the President of the Club.

Second Resolution

That pursuant to Section 10 (6) (b) of the Registered Clubs Act the Members hereby approve the payment of honorariums to the Directors of the Club in the sum of \$1500 in respect of each Director's services on the Board of Directors of the Club until the Annual General Meeting of the Club in the year 2011.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the Directors of the Club.

Third Resolution

That pursuant to Section 10(6A) of the Registered Clubs Act the Members hereby approve the following benefits for Directors until the Annual General Meeting of the Club in the year 2011.

- a) The reasonable costs of members of the Board attending the Registered Clubs Association Annual General Meeting.
- b) The reasonable costs of members of the Board attending meetings of other Associations of which the Club is a member;
- c) The reasonable costs of members of the Board attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time, provided that such expenditure shall not reflect the reimbursement of any expenses incurred by members of the Board during free time or extraneous activities at such events;
- d) The reasonable costs of directors attending other clubs for the purpose of observing their facilities and methods of operation;
- e) The attendance of members of the Board at functions with spouses or partners where such attendances are required by the Club and such members of the Board and their spouses or partners are representing the Club;
- f) The provision of Club uniforms as decided by the Board from time to time, with such uniforms being in keeping with the image of the Club in the community;
- g) The holding of an Annual Fellowship Dinner for prominent citizens, local dignitaries, the nominees of local charities and service organisations by the Board or committees of the Board at which members of the Board and their spouses or partners are present;
- h) The provision of car parking spaces for members of the Board, the Secretary and other management staff whilst engaged on Club related activities.

PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a)-(h) does not exceed \$30,000.

The members acknowledge that the benefits set out in paragraph (a) are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated persons as may be co-opted to be involved in such activities from time to time.

Fourth Resolution

That pursuant to Section 10 (6A) of the Registered Clubs Act the Members hereby approve the following benefits for Directors until the Annual General Meeting of the year 2011.

- a) Expenses involved in sponsorship of sections of the Club, annual picnic expenses, annual community leaders dinner expenses, presentations to members or other persons acknowledging services deemed by the Board to be of benefit to the Club or the community;
- b) The provision of reasonable meals or the price thereof for attendance at meetings of the Board, sub-committee meetings of the Board and sub-committee meetings of members;
- c) The reimbursement of reasonable expenses incurred by members of the Board traveling by private or public transport to and from meetings of the Board or other duly constituted committee meetings, either within the Club or elsewhere as approved by the Board, on production of documentary evidence of such expenditure;
- d) The cost of a meal for each member of the Board or committee member at a reasonable time before or after a meeting of the Board or committee meeting on the day of that meeting;
- e) The reasonable expenses incurred by members of the Board either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure. The details of these expenses will be itemised and authorised at each meeting of the Board and included in the financial reports of the Club.

PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a)-(e) does not exceed \$30,000.

The members acknowledge that the benefits set out in this Rule are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated members as may be co-opted to be involved in such activities from time to time.

Notes to Members regarding the ordinary resolutions

1. For Ordinary Resolutions (1) to (4) inclusive to be passed they must each receive votes in their favour from a majority of the members present, who are entitled to vote and who vote on the ordinary resolutions.
 2. The members entitled to vote on the ordinary resolutions are Life Members and financial Ex-Service and Associate Members
 3. Proxy voting is not permitted under the Registered Clubs Act
- f) Any resolution of which notice in writing has been received by the General Manager prior to 22nd February 2010.
- g) Declaration of the Ballot for Elected Officers for 2010.

Minutes of the Annual General Meeting 2009

RIVERWOOD LEGION AND COMMUNITY CLUB
ANNUAL GENERAL MEETING MINUTES
SUNDAY 5th APRIL 2009 – 11.00AM

Chairman	Michael Free	President
Auditor	Milica Stankovic & Peter Hodge	PKF
Solicitor	Vivienne Young	Thomson Playford Cutlers
Returning Officer	Carol Harkins	Club Elections
Minute Secretary	Simon de Munck	General Manager

The Chairman opened the meeting at 11:02 and thanked those present for attending.

a) Apologies

Gina Ross, Eric Hillard, Harold Matthews, Mavis Matthews, Victor Jackson

A motion was moved by Edgar Snelling #136 and seconded by Alex Stuart #1367 that the apologies be accepted. Motion put and Carried.

Standing Orders:

b) To receive and confirm the Minutes of the Annual General Meeting held Sunday 30th March 2008.

To receive and confirm the minutes of the previous Annual General Meeting held on Sunday 30th March 2008. Moved by Edgar Snelling #136 and seconded by Bill Kirby #53 that the minutes of the Annual General Meeting of the year 2008 be received.

The chairman asked for any errors, omissions and matters arising to the minutes as printed

As there were no errors or matters arising from these minutes; it was moved by Edgar Snelling #136 and seconded by Greg Stralow #695 that the minutes of the Annual General Meeting of 2008 be adopted. Motion put and Carried.

c) To receive and adopt the Annual Financial Reports and Balance Sheet for year ending 31st December 2008.

To receive and adopt the Annual Financial Reports and Balance Sheet for the year ended 31st December 2008. The Chairman tabled the Annual Financial Report and Balance Sheet for the year 2008 as printed in the clubs journal. It was moved by Edgar Snelling #136 and seconded by Bill Kirby #53 that the annual reports be received.

The chairman called for any comments on the balance sheet or Annual report for 2008

Stuart Miller #6610 asked about the Impairment Loss and the Club increasing its short term borrowings.

The Chairmen detailed that an Impairment Loss is a right down of an intangible asset such as a poker machine entitlement and that the Club increased its short term borrowings to maintain its cash reserves during a period of uncertainty during the year. The Club will aim to eliminate this short term borrowing in the ensuing year.

As there were no further comments it was moved by Nicholas Marshall #136 and seconded by Paul Reeves #2327 that the annual reports and balance sheet for 2008 be adopted. Motion put and Carried.

d) To receive the Presidents Report & General Managers Report for the year ending 31st December 2008

To receive and adopt the Presidents Report & General Managers Report for the year ending 31st December 2008. The Chairman tabled the Presidents Report and General Managers Report for the year 2008. The Chairman highlighted an error in the General Managers report. The General Manager detailed to the members the error as printed in the clubs journal. It was moved by Alex Stuart #1367 and seconded by Nicholas Marshall #1783 to receive the Presidents Report and General Managers Report as amended.

The chairman called for any comments on the Presidents and General Managers Reports for 2008.

As there were no comments it was moved by Edgar Snelling #136 and seconded by Bill Kirby #53 that the Presidents and General Managers reports for 2008 be adopted. Motion put and Carried.

e) Resolution of the Board of Directors

First Resolution

That pursuant to Section 10 (6) (b) of the Registered Clubs Act, the Members hereby approve the payment of honorarium to the President of the Club in the sum of \$2000, in respect of his services as President of the Club until the Annual General Meeting of the Club in the year 2010.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the President of the Club.

The members to approve the payment of honorariums for the board of directors. The President of the Club to receive a sum of \$2000 in respect of his services as President of the Club until the Annual General Meeting of the Club in the year 2010.

Moved Greg Stralow #695, Seconded Edgar Snelling #136 that the motion be accepted. Motion put and Carried

Second Resolution

That pursuant to Section 10 (6) (b) of the Registered Clubs Act the Members hereby approve the payment of honorariums to the Directors of the Club in the sum of \$1500 in respect of each Director's services on the Board of Directors of the Club until the Annual General Meeting of the Club in the year 2010.

The members hereby acknowledge that the benefits in this resolution are not available to Members generally but only to the Directors of the Club.

The members to approve the payment of honorarium to the Directors of the Club in the sum of \$1500 in respect of each Directors services on the Board of Directors of the Club until the Annual General Meeting of the Club in the year 2010.

Moved Suzanne Morse #570, Seconded Greg Stralow #695 that the motion be adopted. Motion put and Carried

Third Resolution

That pursuant to Section 10(6A) of the Registered Clubs Act the Members hereby approves the following benefits for Directors until the Annual General Meeting of the Club in the year 2009.

- a) The reasonable costs of members of the Board attending the Registered Clubs Association Annual General Meeting.
- b) The reasonable costs of members of the Board attending meetings of other Associations of which the Club is a member;
- c) The reasonable costs of members of the Board attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time, provided that such expenditure shall not reflect the reimbursement of any expenses incurred by members of the Board during free time or extraneous activities at such events;
- d) The reasonable costs of directors attending other clubs for the purpose of observing their facilities and methods of operation;
- e) The attendance of members of the Board at functions with spouses or partners where such attendances are required by the Club and such members of the Board and their spouses or partners are representing the Club;
- f) The provision of Club uniforms as decided by the Board from time to time, with such uniforms being in keeping with the image of the Club in the community;
- g) The holding of an Annual Fellowship Dinner for prominent citizens, local dignitaries, the nominees of local charities and service organisations by the Board or committees of the Board at which members of the Board and their spouses or partners are present;
- h) The provision of car parking spaces for members of the Board, the Secretary and other management staff whilst engaged on Club related activities.

PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a)-(h) does not exceed \$30,000.

The members acknowledge that the benefits set out in paragraph (a) are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated persons as may be co-opted to be involved in such activities from time to time.

Moved Bill Kirby #53, Seconded Shirley Braiding #1566 that the motion be adopted. Motion put and Carried

Fourth Resolution

That pursuant to Section 10 (6A) of the Registered Clubs Act the Members hereby approves the following benefits for Directors until the Annual General Meeting of the year 2009.

- a) Expenses involved in sponsorship of sections of the Club, annual picnic expenses, annual community leaders dinner expenses, presentations to members or other persons acknowledging services deemed by the Board to be of benefit to the Club or the community;
- b) The provision of reasonable meals or the price thereof for attendance at meetings of the Board, sub-committee meetings of the Board and sub-committee meetings of members;
- c) The reimbursement of reasonable expenses incurred by members of the Board travelling by private or public transport to and from meetings of the Board or other duly constituted committee meetings, either within the Club or elsewhere as approved by the Board, on production of documentary evidence of such expenditure;
- d) The cost of a meal for each member of the Board or committee member or duty officer at a reasonable time before or after a meeting of the Board or committee meeting on the day of that meeting;
- e) The reasonable expenses incurred by members of the Board either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure. The details of these expenses will be itemised and authorised at each meeting of the Board and included in the financial reports of the Club.

PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a)-(e) does not exceed \$30,000.

The members acknowledge that the benefits set out in this Rule are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated members as may be co-opted to be involved in such activities from time to time.

Moved Marie Kirby #2978, Seconded Edgar Snelling #136 that the motion be carried. Motion put and Carried

f) Notice of Special Resolutions

NOTICE IS GIVEN that at the Annual General Meeting of Riverwood Legion and Community Club Limited ACN 000 411 923 (the "Club") to be held in the Club's premises at 32-34 Littleton Street Riverwood New South Wales at 11am on 5 April 2009, (separate notice of the Annual General Meeting having been given), the members will be asked to consider the following special resolutions for the purpose of amending the Club's constitution.

Special Resolution 1

That the Constitution of Riverwood Legion and Community Club Limited ACN 000 411 923 be amended by:

1. adding a new definition to Rule 2 as follows:
"Club Licence" means a club licence granted under section 10 of the Liquor Act.
2. adding a new definition to Rule 2 as follows:
"Liquor Act" means the Liquor Act 2007.
3. deleting the words "certificate of registration under Part 2 of the Registered Clubs Act" from Rule 7(c) and replacing them with the words "Club Licence";
4. deleting the final word "certificate" from Rule 7(c) and replacing it with the words "Club Licence";
5. deleting the words "; provided prior authority so to do is obtained from the Licensing Court in respect of material alterations to the defined premises" from Rule 10(g) and Rule 10(m);
6. deleting the words "name, address and occupation" from Rule 36(a) and replacing them with the words "name and address";
7. deleting Rule 49(a) in its entirety and replacing it with the following new Rule 49(a):
49 (a) The Secretary, or in the Secretary's absence any employee or authorised person (as defined in the Liquor Act) may refuse to admit to, remove and suspend any member or a member's guest from the Club's premises:
 - (i) who is at the time intoxicated, violent, quarrelsome or disorderly;
 - (ii) whose presence on the Club's premises renders the Club or the Secretary liable to a penalty under the Liquor Act or any other law;
 - (iii) who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the Club's premises that is a smoke-free area within the meaning of that Act;
 - (iv) who uses, or has in his or her possession, while on the Club's premises any substance suspected of being a prohibited plant or a prohibited drug;
 - (v) whom the Club or the Secretary, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises.

8. deleting the words “or the senior employee” from Rule 49(b) and Rule 49 (c) and replacing them with the words “, employee or authorised person”
9. adding the words “except as otherwise permitted under section 77 of the Liquor Act” to the end of Rule 49(c);
10. deleting the words “Section 39 of the Registered Clubs Act” from the beginning of rule 73(f) and replacing them with the words “Section 41C of the Registered Clubs Act”; and
11. adding the words “or the Liquor Act” at the end of Rule 75(g).

Moved Nathan Ross #5994, Seconded Alex Stuart #1367 that the motion be carried. Motion put and Carried

Special Resolution 2

That the Constitution of Riverwood Legion and Community Club Limited ACN 000 411 923 be amended by:

1. deleting the “.” at the end of Rule 30(b) and replacing it with “; and”;
2. adding a new Rule 30(c) as follows:

“(c) a member of the Australian Defence Force (as defined in the Registered Clubs Act) who attends the Club’s premises and produce evidence that they are a member of the Australian Defence Force for the day that they attend the Club’s premises.”
3. adding the words “except for a Honorary member admitted under Rule 30(c)” after the words “any person” in the first line of Rule 31(d); and
4. adding a new Rule 31(e) as follows:

“(e) When Honorary membership is conferred on any person under Rule 30(c) the following particulars must be entered in the Register of such Honorary members:

 - (i) the full name, or the surname and initials, of the Honorary member;
 - (ii) the address of the Honorary member; and
 - (iii) the signature of the Honorary member.

Moved Edgar Snelling #136, Seconded Paul Reeves #2327 that the motion be carried. Motion put and Carried

Special Resolution 3

That the Constitution of Riverwood Legion and Community Club Limited ACN 000 411 923 be amended by:

1. deleting Rule 53 and adding a new Rule 53 as follows:

53 (a) An Ex–Service member or Associate member is eligible to be nominated for, and elected to, the office of Director.

(b) An Ex–Service member or Associate member who has held office as a member of the Board for the 4 consecutive years prior to the general meeting at which the election of the Board is to be held, is eligible to be nominated for, and elected to, the office of President, Senior Vice President or Vice President.

(c) If the office of President is not filled at the Annual General Meeting because no eligible person was nominated and elected, the Board may appoint an Ex-Service member or Associate member to fill that vacancy even if that person does not meet the requirements set out in Rule 53(b). Any person appointed by the Board under this Rule holds office only until the next General Meeting or Annual General Meeting when elections to the Board are to be held.

(d) If the office of Senior Vice President, Vice President or a Director falls vacant, the Board may appoint an Ex-Service member or Associate member to fill that vacancy. Any person appointed by the Board under this Rule holds office only until the next General Meeting or Annual General Meeting when elections to the Board are to be held.
2. deleting Rules 54(a) and (b) and replacing them with following new Rules 54(a) and (b):

54 (a) The members of the Board elected in 2009 will hold office until the conclusion of the Annual General Meeting in 2010, at which they will be eligible to stand for re-election, subject to the provisions of this Constitution and any applicable law.

(b) On and from the Annual General Meeting in 2010:

(A)the Board will be elected in every second year in accordance with this Constitution at an election at which a majority of the Full members of the Club are entitled to vote; and

(B)the members of the Board will hold office until the conclusion of the second Annual General Meeting following that at which they were elected, when they will be eligible to be nominated for re-election, subject to the

provisions of this Constitution and any applicable law.

3. deleting the words “following Annual General Meeting” from Rule 76 and replacing them with the words “next General Meeting or Annual General Meeting of the Club at which an election of the Board is to be held”.

Moved; Keiron Smith #5685, Seconded; Bill Ross #181 that the motion be carried. Motion put and Carried (with 1 vote against this motion)

Special Resolution 4

To amend the Club’s constitution by deleting the preamble to the current Rule 57 (but leaving paragraphs (a) to (p) inclusive in place) and replacing it with the following new preamble to Rule 57.

57 The business of the Club is to be managed by or under the direction of the Board. The Board may exercise all powers of the Club except any power that any law or this Constitution requires the members to exercise in general meeting. In particular, but without limitation, the Board has the power:

Moved; Bill Ross #181, Seconded; Alex Stuart #1367, that the motion be carried. Motion put and Carried

Special Resolution 5

To amend the Club’s constitution by:

adding the words “by any means permitted under Section 314 of the Act” after the words “send to each member of the Club” in the third line of Rule 95;

adding a new Rule 102(d) as follows:

“(d) by notifying the member that the notice is available and how it may be accessed (if the member has nominated electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice).”

adding a new Rule 103(c) as follows:

“(c) Where notice is given under Rule 102(c), the notice is taken to be given on the day following that on which the member is notified that the notice is available.”

Explanatory Notes - Special Resolution 5

The Corporations Act now allows the Club to provide its annual reports and notices to members by electronic means. Member can now choose how they want to receive annual reports and notices by notifying the Club.

This special resolution updates the Constitution to reflect the current legislation.

Moved; Nicholas Marshall #1783, Seconded; Bill Ross #181, that the motion be carried. Motion put and Carried

g) Any resolution of which notice in writing has been received by the General Manager prior to 13th February 2009

Nil

h) Declaration of the Ballot for Elected Officers for 2009.

The Chairman called upon the Returning Officer to declare the results of the ballot for election of the President and the Board for 2009, the Chairman vacated his seat

The Returning Officer reported that the President has been elected un-opposed for the ensuing year.

The Returning Officer reported that 117 members voted with 2 received informal. The Returning Officer reported in order of ballot paper Keiron Smith 110 votes, Geoffrey Gerrard 111 votes, David Schuler 94 votes, Martin Johnson 81 votes, William (Bill) Ross 110 votes, Paul Reeves 111 votes, Nicholas Marshall 104 votes, Alexander Stuart 91 votes, Craig Wilson 108 votes.

The Returning Officer declared the election, Elected; Messrs Gerrard, Reeves, Smith, Ross, Wilson, Marshall, Schuler, Stuart. Not Elected, Mr. Johnson

The Chairman then congratulated the Board of Directors for 2009 by introducing and inviting the board members to the stage being:

Geoffrey Gerrard, Paul Reeves, Keiron Smith, Bill Ross, Craig Wilson, Nicholas Marshall, David Schuler and Alex Stuart.

The Chairman thanked Ms. Gay Bzadough (absent) and Ms. Carol Harkins from Club Elections who conducted the Ballot for this year's election of President and Officers of the Board.

The Chairman then thanked; the Auditor, Milica Stankovic & Peter Hodge from PKF, the Clubs Solicitor Vivienne Young from Thomson Playford Cutlers for their attendance.

The Chairman thanked all in attendance and invited all Members to the Main Lounge for a light refreshment and snack.

The Chairman closed the meeting at 11:28am.