



ABN 36 000 902 170

16 COOPER STREET
MACKSVILLE NSW 2447
P (02) 6568 1344
macksvilleexservices.com.au

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Macksville District Ex- Servicemen's Club Limited (trading as Macksville Ex-Services Club) will be held in the Club rooms on **Sunday 21 June 2026 at 10am**.

AGENDA

The agenda for the meeting will be as follows:

1. Apologies.
2. To confirm the minutes of the previous Annual General Meeting.
3. To receive and consider the directors' report, financial report and auditors' report on the financial report for the last financial year and any other reports of the Board or of individual officers of the Club. Copies of these reports are available on request at the Club and on the Club's website.

Note: Members who may have questions in relation to any report are requested to submit their questions in writing to the Chief Executive Officer by **5:00pm on 12 June 2026**. This will allow sufficient time for information to be gathered or research undertaken. If questions are not submitted in this manner, the Club may not be able to provide a complete answer at the Annual General Meeting.

4. To consider and if thought fit pass the Ordinary Resolutions set out in this notice.
5. To consider and if thought fit pass the Special Resolution set out in this notice.
6. Election of the Board of Directors.
7. To deal with any other business of which due notice has been given to members.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. Each Ordinary Resolution will be considered and voted on separately.
2. To be passed, an Ordinary Resolution must receive 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. To be passed, the Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
4. Only Life members, financial Service members and financial Associate members can vote on the resolutions.
5. Under the Registered Clubs Act, members who are employees of the Club cannot vote and proxy voting is prohibited.

ORDINARY RESOLUTIONS

First Ordinary Resolution

That, for the purposes of the Registered Clubs Act, members hereby approve expenditure by the Club in a sum not exceeding \$12,000 until the Annual General Meeting to be held in 2027 for meeting & other duties of the board expenses, subject to approval by the Board.

Second Ordinary Resolution

That, for the purposes of the Registered Clubs Act, members hereby approve expenditure by the Club in a sum not exceeding \$20,000 for the professional development and education of directors until the Annual General Meeting to be held in 2027.

Third Ordinary Resolution

That, for the purposes of the Registered Clubs Act, the Club provide car parking spaces adjacent to the Club for use by the President, Directors and Chief Executive Officer of the Club.

Fourth Ordinary Resolution

That members hereby approve expenditure by the Club in a sum not exceeding \$40,000 until the Annual General Meeting to be held in 2027 for the expenses of community and Club commitment to be approved by the Board of Directors.

Explanatory Notes on Ordinary Resolutions

1. The First Ordinary Resolution proposes for members to approve expenditure of up to twelve thousand dollars (\$12,000) on meeting and other board duty expenses.
2. The Second Ordinary Resolution proposes for members to approve expenditure of up to twenty thousand dollars (\$20,000) on professional development and education for directors.
3. The Third Ordinary Resolution proposes for members to approve the provision of car parking spaces adjacent to the club for use by the President, Directors and Chief Executive Officer of the Club.
4. The Fourth Ordinary Resolution proposes for members to approve expenditure of up to forty thousand dollars (\$40,000) on community and Club commitments.

SPECIAL RESOLUTION

That the Constitution of Macksville District Ex-Servicemen's Club Ltd (**the Club**) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution of the Club.

Explanatory Notes on Special Resolution

1. The Special Resolution is to adopt a new Constitution of the Club to replace the existing Constitution.
2. Please refer to the Explanatory Memorandum which accompanies this notice as it sets out a summary and the effect of the proposed Constitution and the reasons why it is proposed by the Board.
3. Copies of the proposed new Constitution and the existing Constitution are displayed on the Club's website and noticeboard and copies are also available on request at the Club's reception.,
4. The Board of the Club recommends the new Constitution to members.

Dated: 1st April 2026

By direction of the Board

Paul Clarke

Chief Executive Officer

EXPLANATORY MEMORANDUM FOR PROPOSED NEW CONSTITUTION

At the Annual General Meeting, members will be asked to consider a Special Resolution to adopt a new Constitution to replace the existing Constitution.

This Explanatory Memorandum is to assist members to understand the proposed new Constitution and why it is appropriate to adopt it.

Copies of the proposed new Constitution and the existing Constitution are on the Club's noticeboard and website and copies can also be obtained upon request from the Club.

A summary of the proposed new Constitution and its principal features is set out below. **Significant variations from the existing Constitution are set out in bold.** However, there are many additional new provisions which reflect the requirements of various pieces of legislation which impact on the Club. These have not been set out in bold.

NAME OF CLUB

1. Rule 1.1 states that the name of the Club is Macksville District Ex-Servicemen's Club Limited.

PRELIMINARY

2. Rule 2.1 states that the Club is a company limited by guarantee and a non-proprietary company.
3. Rule 2.2 provides that the company is established for the purposes set out in the Constitution.
4. Rule 2.3 provides that the replaceable rules referred to in the Corporations Act are displaced or modified as provided in the Constitution.
5. **Rule 2.4 provides that every member is bound by and must comply with the Constitution and By-laws of the Club.**
6. **Rule 2.5 provides that, amongst other things, the Constitution and By-laws of the Club have effect as a contract between the Club and its members.**
7. Rule 2.6 provides that the Club must supply a member with a copy of the Club's Constitution if a copy is requested by a member as prescribed by the Corporations Act.

DEFINITIONS

8. Rule 3 sets out definitions and terms used in the proposed new Constitution.

OBJECTS

9. Rule 4 sets out the objects for which the Club was established. These remain unchanged.

WINDING UP AND MEMBER'S LIABILITY

10. Rule 5 states that the liability of the members is limited. That limit is one dollar (\$1.00) as set out in Rule 6.
11. Rule 6 provides that each member of the Club undertakes to contribute an amount not exceeding is one dollar (\$1.00) if the Club is wound up and the assets of the Club are insufficient to discharge the liabilities. This undertaking continues for a period of 12 months after the person ceases to be a member.
12. Rules 7.1 and 7.2 provide that, on the winding up of the Club, if there remains any assets (after the satisfaction of all debts and liabilities), those assets shall not be distributed among the members but shall be given or transferred to another institution having objects similar to that of the Club and which has a prohibition on distribution of its assets to members to the same extent as the Club.

PROPERTY AND INCOME

13. Rule 8.1 provides that the property and income of the Club must be applied solely towards the promotion of the objects of the Club.
14. Rules 8.2 and 8.3 set out specific requirements of the Registered Clubs Act in relation to benefits available to members.
15. Rule 8.4 provides that a director of the Club cannot be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
16. Rule 8.5 provides that the payment in good faith of reasonable and proper remuneration to any officer, employee or to any member of the Club for services actually rendered is not prohibited.
17. Rule 8.6 specifies that a director shall not receive from the Club remuneration or any other benefit in money or monies worth except by way of an honorarium, reasonable out of pocket expenses or interest on money lent by the director to the Club or rent on property leased to the Club by the director.

LIQUOR & GAMING

18. Rule 9 deals with liquor and gaming matters and it is consistent with the Liquor Act, Gaming Machines Act and Anti-Money Laundering and Counter Terrorism Financing Act.

MEMBERSHIP

19. Rule 10.1 states that no person under the age of eighteen (18) years can be admitted as a member of the Club, except as a Junior member.
20. Rule 10.2 provides that the Full membership of the Club consists of Life membership, Service membership, Associate membership and Junior membership. The categories of Full membership remain unchanged.
21. Rule 10.3 provides that persons who are not Full members may be admitted to the Club as Provisional members, Honorary members or Temporary members.
22. Rule 10.4 provides that the number of Full members having the right to vote in the election of the Board shall not be less than the minimum number of Full members required by the Registered Clubs Act.
23. Rules 10.5 to 10.23 inclusive set out the eligibility requirements and the rights and entitlements of each category of Full membership. The eligibility requirements and the rights and entitlements of each category of Full membership remain unchanged.

24. Rule 11 deals with the procedure for the transfer of membership.

PROVISIONAL MEMBERS, HONORARY MEMBERS AND TEMPORARY MEMBERS

25. Rules 12 to 14 inclusive deal with Provisional, Honorary and Temporary membership and they are consistent with the Registered Clubs Act.

ELECTION OF MEMBERS

26. Rule 15 sets out the procedure for being elected to membership of the Club and it is consistent with the Registered Clubs Act and the existing Constitution.

JOINING FEES, SUBSCRIPTIONS AND LEVIES

27. Rule 16 deals with joining fees, subscriptions and levies and it is consistent with the Registered Clubs Act.

NON-FINANCIAL MEMBERS

28. Rule 17 clarifies that non-financial members are not entitled to any rights and privileges of membership whilst they are non-financial members of the Club.

REGISTERS OF MEMBERS AND GUESTS

29. Rule 18 provides that the Club must keep registers of members and guests in accordance with the Corporations Act and Registered Clubs Act.

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

30. Rule 19 requires members to advise the Club of any change in their contact details within seven (7) days.

DISCIPLINARY PROCEEDINGS

31. Rules 20 and 21 deals with powers of the Board (and Disciplinary Committee) to discipline members. These provisions generally reflect the existing Constitution and existing practice of the Club. **However, Rule 20.5 has been inserted which allows the Chief Executive Officer to suspend a member who has engaged in conduct which is unbecoming of a member or prejudicial to the interests of the Club for a period of up to twelve (12) months without conducting disciplinary proceedings. However, any member who receives a suspension from the Chief Executive Officer under Rule 20.5 can appeal that decision to the Board.** This amendment reflects best practice for registered clubs.

32. Rule 22 clarifies that members under suspension are not entitled to any rights and privileges of membership during the period of their suspension from the Club.

33. Rule 23 deals with the power given to the Chief Executive Officer and employees of the Club under the Liquor Act to remove persons from the Club's premises and to prevent them from returning to the Club. These powers are no wider than those powers given under the Liquor Act.

34. Rule 24 deals with the procedure for a member to resign from the Club.

GUESTS

35. Rule 25 deals with guests of members and it reflects the provisions of the Registered Clubs Act.

PATRONS

36. Rule 26 states that the Club may appoint patrons from time to time and sets out the membership status of a patron who is not a member.

BOARD OF DIRECTORS

37. Rule 27.1 provides that the Board shall consist of seven (7) directors comprising a President, Senior Vice President, Junior Vice President and four (4) Ordinary directors. This remains unchanged.

38. Rule 27.2 provides that the Board shall be elected biennially (that is, every second year). This remains unchanged.

39. Rule 27.3 provides that only Life members, Service members and Associate members can hold office on the Board (subject to the restrictions contained in the Club's Constitution). This remains unchanged.

40. **Rule 27.4 provides that a member cannot stand for or be elected or appointed to the Board if he or she:**

(a) is an employee; or

(b) is suspended from membership;

(c) is not a Financial member;

(d) has been cited to appear before the Board or Disciplinary Committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of three (3) years immediately prior to nomination, election or appointment to the Board;

(e) has at any time been convicted of an indictable offence; or

(f) is a former employee of the Club whose services were terminated by the Club for misconduct;

(g) was an employee of the Club, or any club that has amalgamated with the Club within the period of three (3) years immediately prior to nomination, election or appointment to the Board;

(h) is disqualified from being a director by reason of any order or declaration made under relevant legislation;

(i) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health,

41. **Rule 27.5 provides that any person who is elected or appointed to the Board must complete mandatory training requirements for directors as prescribed by the Registered Clubs Act (unless exempted).**

42. **Rule 27.6 provides that a member cannot hold office on the Board unless they hold a Director Identification Number.** This reflects the Corporations Act.

ELECTION OF BOARD

43. Rule 28 sets out the procedure for the election of the Board and it generally reflects the existing Constitution. **The proposed new Constitution changes the procedure to be followed by the Club if insufficient nominations are received for election to the Board. If insufficient nominations are received, the Club must currently call for nominations from the floor of the Annual General Meeting to fill those positions. Instead, under the proposed new Constitution, those unfilled positions will automatically be casual vacancies which can be filled by the Board after the Annual General Meeting.**

POWERS OF THE BOARD

44. Rule 29 deals with the powers of the Board. These provisions are consistent with the existing Constitution and the powers of the Board remain unchanged.

PROCEEDINGS OF THE BOARD

45. Rule 30 deals with proceedings of the Board (board meetings). The provisions reflect the existing Constitution, the existing practice of the Club and the Corporations Act.

46. **Rule 30.1 provides that the Board must meet at least once per quarter (as opposed to monthly) as required by the Registered Clubs Act.** This change does not prevent the Board from meeting more frequently.

47. Rule 30.4 provides that the quorum for a meeting of the Board shall be four (4) directors. This remains unchanged.

48. Rule 30.6 provides that all decisions of the Board are determined by a majority vote. In the case of an equality of votes the chairperson of the meeting has a second or casting vote.

49. **Rules 30.8 and 30.9 allow directors to pass board resolutions in writing or by email. This is consistent with the Corporations Act.**

50. Rule 30.10 clarifies that a board meeting may be called or held using technology consented to by all directors. This is consistent with the Corporations Act.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

51. Rule 31 sets out the procedure for directors to follow if they have a material personal interest in a matter which is being considered by the Board. This is consistent with the Corporations Act.

REGISTERED CLUBS ACCOUNTABILITY CODE

52. **Rule 32 provides that the Club must comply with the Registered Clubs Accountability Code.**

MEETINGS AND VOTING

53. **Rule 33 inserts a new provision which provides, that in accordance with the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):**

- (a) **distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means; and**
- (b) **hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;**
- (c) **allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.**

REMOVAL FROM OFFICE OF DIRECTORS

54. Rule 34 sets out the procedure for removing directors from office and appointing new directors in their place. This is consistent with the Corporations Act and the existing Constitution.

VACANCIES ON THE BOARD

55. Rule 35.1 clarifies the circumstances in which casual vacancies arise on the Board.

56. Rule 35.3 states that the Board has the power to fill a casual vacancy and any person appointed to fill a casual vacancy will hold office until the next Biennial General Meeting.

GENERAL MEETINGS (INCLUDING ANNUAL GENERAL MEETINGS)

57. Rule 36 deals with general meetings (including Annual General Meetings), including:

- (a) the procedure for calling and holding general meetings; and
- (b) the notice requirements for general meetings;
- (c) attendance and voting at general meetings;
- (d) the quorum requirements for general meetings.

58. These provisions reflect the existing Constitution, the existing practice of the Club and the Corporations Act.

59. Rule 36.5 provides that the Club must provide members with at least twenty one (21) days notice of a general meeting (including an Annual General Meeting).

60. Rule 36.17 provides that Life members, Service members and Associate members can attend and vote at general meetings (including Annual General Meetings). This remains unchanged.

61. Rule 36.26 provides that a quorum for a general meeting (including an Annual General Meeting) is twenty five (25) eligible members.

62. Rule 37 deals with the procedure to be followed for members resolutions and statements.

MINUTES

63. Rule 38 provides that minutes of all resolutions and proceedings at general meetings must be entered in the minute book within one month of the meeting and signed by the chairperson of that meeting or the chairperson of the next succeeding meeting.

ACCOUNTS AND REPORTING

64. Rule 39 deals with the accounts and reporting to members and it is consistent with the Corporations Act and Registered Clubs Act.

FINANCIAL YEAR

65. Rule 40 provides that the financial year of the Club shall commence on the first day of February in each year and will end on the last day of January in the following year. This remains unchanged.

AUDITOR

66. Rule 41 requires the Club to appoint an auditor. The auditor holds office until removed by the members in general meeting or resigns from office or dies. This is a requirement of the Corporations Act.

SECRETARY

67. Rule 42 requires the Board to appoint one Secretary who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

EXECUTION OF DOCUMENTS

68. Rule 43 deals with the execution of documents by the Club and it is consistent with the Registered Clubs Act.

NOTICES

69. **Rule 44 sets out the procedure to be followed by the Club when issuing notices members and it is consistent with the Corporations Act and Registered Clubs Act.**

INDEMNIFICATION OF OFFICERS

70. Rule 45 deals with the insurance and indemnification of the officers and auditors of the Club and it is consistent with the Corporations Act.

INTERPRETATION

71. Rule 46 provides that a decision of the Board on the construction or interpretation of the Constitution or any Rule, or any policy of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

AMENDMENTS TO CONSTITUTION

72. Rule 47.1 provides for amendments to the Constitution. The Constitution can only be amended by way of Life members, Service members and Associate members passing a special resolution at a general meeting or Annual General Meeting. This remains unchanged.

73. **Rule 47.2 provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution in accordance with Rule 47.1 of the Constitution and without the need for a separate resolution to be passed by members of that class of membership.**

It is intended that this summary will provide members with sufficient background and information to enable them to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, they are invited to raise their questions with the Chief Executive Officer of the Club who if necessary will obtain advice from the Club's lawyers to pass back to the member.

Dated: 1st April 2026

By direction of the Board

Paul Clarke

Chief Executive Officer