



# The Royal Automobile Club of Australia Incorporating Imperial Service Club Limited

ABN 44 000 016 044

## Notice of Annual General Meeting

Notice is hereby given that the 117<sup>th</sup> Annual General Meeting of the Royal Automobile Club of Australia Incorporating Imperial Service Club Limited will be held at the Club rooms, 89 Macquarie Street, Sydney on **Thursday 22 October 2020 at 6 p.m.**

Please note, due to restrictions currently in place by the NSW Government with regards to the COVID-19 pandemic, bookings are essential if you wish to attend the AGM. In line with our COVID-safety plan relating to social distancing, seats are limited and we will not be able to accept walk-ins on the day. Bookings will open on Monday 28 September via the member portal on the website or by contacting Yvonne Muriithi on (02) 8273 2322 or [eventsadmin@raca.com.au](mailto:eventsadmin@raca.com.au)

### Financial Information

A copy of the Club's Annual Report will be available on the website ([www.raca.com.au](http://www.raca.com.au)), or may be obtained by contacting the Secretary via [ceo@raca.com.au](mailto:ceo@raca.com.au)

## AGENDA

- 1. President's Report:**  
To receive the President's Report.
- 2. Financial Statements:**  
To receive the Financial Statements for the period ended 30 June 2020, together with the Statutory Reports of the Directors and the Auditors.
- 3. Minutes AGM 2019:**  
To approve the Minutes of the Annual General Meeting of the Club held on 17 October 2019.

### **Resolution 01/20**

To consider, and if thought appropriate resolve:

*"That the Minutes of the Annual General Meeting of the Club held on 17 October 2019 are a true and correct record of that meeting and that the minutes be signed by the Chairman.*

#### 4. Other Resolutions:

The resolutions set out below (see explanatory notes) affect the rights of Club members insofar as each of the resolutions provides for a benefit to select groups of members (including members in their capacity as Directors) in circumstances where that benefit is not available to all members.

Sections 10(6) and 10(6A) of the *Registered Clubs Act 2076 (NSW)*, and clauses 30.2 and 30.3 of the Club's Constitution, require the authorisation of any such different benefit by way of resolutions passed by members of the Club at a general meeting prior to the benefit being provided.

Any such benefit is paid over a calendar year but is recorded as an expense over two financial years.

##### **1.Resolution 02/20: Directors' Expenses:**

To consider, and if thought appropriate resolve:

*"That pursuant to sections 10(6) and 10(6A) of the Registered Clubs Act 2076 (NSW), and clauses 30.2 and 30.3 of the Club's Constitution, the members authorise expenditure by the Club of a sum not exceeding \$15,000 plus GST, between this and the next Annual General Meeting of the Club, for the following activities:*

- i. The reasonable cost of a meal and beverages of a Director before and after a Board or Committee meeting on the day of that meeting;*
- ii. The provision of reasonable refreshments during the meeting for persons attending a Board or Committee meeting;*
- iii. The reasonable expenses (including travel, accommodation, meals and out of pocket expenses) incurred by members attending Board meetings, Committee meetings and other Board duties as approved by the Board from time to time on production of invoices, receipts or other appropriate evidence of such expenditure;*
- iv. The cost of and reasonable expenses incurred in the training and continuing professional development of Directors;*
- v. The reasonable travel, accommodation and other out-of-pocket expenses incurred in relation to other duties for and on behalf of the Club at the Club or at other locations, including the entertainment of guests of the Club, the attendance at promotional activities and visits to intra and interstate Reciprocal Clubs;*
- vi. An annual President's Cocktail Party with the persons in attendance to comprise the Directors and other persons chosen by the President; and*
- vii. President's Dinners with the persons in attendance to comprise the Directors and other persons chosen by the President.*

## **2. Resolution 03/20: Australian Automobile Association Expenses:**

To consider, and if thought appropriate resolve:

*“That pursuant to sections 10(6) and 10(6A) of the Registered Clubs Act, and clauses 30.2 and 30.3 of the Club’s Constitution, the members authorise reimbursement by the Club of a sum not exceeding \$15,000 plus GST between this and the next Annual General Meeting of the Club of the costs of a Board Member accepting a position as a Director of the Australian Automobile Association.”*

## **3. Resolution 04/20: Snooker Sub-Group Expenditure:**

To consider, and if thought appropriate resolve:

*“That pursuant to sections 10(6) and 10(6A) of the Registered Clubs Act (NSW), and clauses 30.2 and 30.3 of the Club’s Constitution, the members authorise expenditure by the Club of a sum not exceeding \$2,750 plus GST between this and the next Annual General Meeting of the Club for the provision of an appropriate level of hospitality for (4) members of each of the Club’s competition snooker teams and (4) guests from each competing team who are not Members of the Club at competition events held on the Club’s premises.”*

## **4. Resolution 05/20: Bridge Sub-Group Expenditure**

To consider, and if thought appropriate resolve:

*That pursuant to sections 10(6) and 10(6A) of the Registered Clubs Act (NSW), and clauses 30.2 and 30.3 of the Club’s Constitution, the members authorise expenditure by the Club of a sum not exceeding \$12,000 plus GST between this and the next Annual General Meeting of the Club for the provision of a qualified Bridge director to supervise play and provide advice and assistance to members.*

## **5. Special Resolution**

To consider, and if thought appropriate resolve:

*That the Constitution of the Club be amended in the following respects:*

*(a) To expressly make clear that Lady Members have the following rights:’*

- i. have and retain a right to attend and vote at general meetings including Annual General Meetings of the Club;*
- ii. attend and vote at general meetings including Annual General Meetings of the Club;*
- iii. subject to Rule 22.5, nominate for and be elected to hold office on the Board;*
- iv. vote in the election of the Board;*
- v. propose or second an eligible person for membership of the Club;*

*vi. propose, second, or nominate any eligible member for any office of the Club;*

*vii. propose, second or nominate any eligible member for Honorary Life membership; and*

*viii. introduce guests to the Club; and*

*(b) To amend clause 31 of the Constitution to permit direct voting by members.*

**5. Other Business:**

- a. To discuss any other business brought to the attention of the meeting in accordance with the Club's Constitution.
- b. To announce the names of the Directors who will act as a Board of Directors of the Club until the next Annual General Meeting of the Club.

**By order of the Board**

**Markus Friedler  
CEO/Secretary Manager**

**23 September 2020.**

## **Explanatory Notes for Special Resolution and Resolutions AGM 2020:**

### **Resolution 02/20**

Directors of the Club are not remunerated for the services they provide, but it is common practice for clubs such as the RACA to reimburse them for the provision of meals, refreshments, travel and other out-of-pocket expenses incurred when acting on Club business. The President's Cocktail Party and Dinner are events intended by the Board to promote the Club, to recognise the contribution of members of long standing and supporters of the Club.

### **Resolution 03/20**

The Club is a foundation member of the Australian Automobile Association (AAA) and membership of the AAA provides the President of the Club with direct access to the Presidents and CEOs of the other Automobile Clubs within Australia. Membership of the AAA Board also provides the Club with access to motoring activities.

### **Resolution 04/20**

The Club generally encourages and supports special interest sub-groups and in circumstances where those sub-groups provide competition with other clubs the Board supports the provision of some refreshments, providing the costs of those refreshments are reasonable.

### **Resolution 04/20**

The Club holds a bridge group weekly for all members interested in learning and playing bridge. The Club provides the services of a qualified Bridge director who supervises play and provide advice and assistance to members.

### **Special Resolution 5:**

- (a) An issue arose during 2019 as to the interpretation of the Constitution in relation to the voting rights of Lady Subscription Members. To enable as many members as possible to attend and vote we propose amendments to Clause 10.6 of the Constitution, as per the slanted font below:

10.6 Subject to Rule 10.4, any person who on the Effective Date was a member of the Club in any category not referred in Rule 10.4 shall remain in his or her membership category with the rights and privileges applicable to that category *as may be determined by the Board from time to time. To expressly make it clear all female members no matter their category have the following rights:*

- (a) *have and retain a right to attend and vote at general meetings including Annual General Meetings of the Club;*
- (b) *attend and vote at general meetings including Annual General Meetings of the Club;*

- (c) *subject to Rule 22.5, nominate for and be elected to hold office on the Board;*
- (d) *vote in the election of the Board;*
- (e) *propose or second an eligible person for membership of the Club;*
- (f) *propose, second, or nominate any eligible member for any office of the Club;*
- (g) *propose, second or nominate any eligible member for Honorary Life membership; and*
- (h) *introduce guests to the Club.*

(b) As 2019 demonstrated, from time to time there will be resolutions of significant importance to the Club which will benefit from as many members as possible voting on such resolutions. Presently all members have a vote on its Committee which is conducted by postal vote. The Board wishes to extend that right to other material resolutions by amending clause 31 of the Constitution to allow a direct vote as per the slanted font below:

#### Attendance and Voting at General Meetings

##### 31.19 Subject to the Registered Clubs Act:

- (a) all members including Life Subscription members, other than Honorary members, Reciprocal members and Temporary Members, are entitled to attend a general meeting including an Annual General Meeting of the Club; and
- (b) only Associate Members, Concessional Members, the Principal Corporate Entity of a Corporate Member, Country Members, Defence Force Members Honorary Life members, *Lady Members*, Life Subscription Members, Town Members, and Young Executive Members *or any person who on the Effective Date was a member of the Club in any category not referred in Rule 10.4* with voting rights are entitled to vote (including a vote on any Special Resolution) at a general meeting including an Annual General Meeting of the Club;

##### 31.20 *In accordance with section 30 (d) of the Registered Clubs Act* a person shall not:

- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (b) vote at any election including an election of a member or of the Board
- as the proxy of another person.

- 31.21 Every member eligible to vote shall be entitled to vote on a show of hands (*excluding a direct vote*) and on the taking of a poll (*including a direct vote*) and shall have one vote.
- 31.22 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.
- 31.23 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.
- 31.24 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.
- 31.25 Voting shall be on a show of hands unless a poll is demanded:
- (a) *before the show of hands is taken;*
  - (b) *before the result of the show of hands is declared; or*
  - (c) *immediately after the show of hands is declared.*
- 31.26 Three members or the chairperson may demand a poll.
- 31.27 A demand for a poll may be withdrawn.
- 31.28 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs. ‘
- 31.29 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 31.30 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 31.31 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
  - (b) an entry to that effect in the book containing the minutes of the proceedings of the Club,
- shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 31.32 *The directors may determine that at any general meeting a member who is entitled to attend that meeting is entitled to a direct vote. A “direct vote” includes a vote delivered to the Club by post, fax or other electronic means approved by the Directors. The Directors may specify the form, method and timing of giving a direct vote at a meeting in order for that vote to be valid.*

31.33 *A direct vote can be withdrawn by notice in writing by a member prior to the general meeting.*

31.34 *A member can attend a general meeting and subsequently change his or her direct vote. Attendance prevails over the last received direct vote.*

31.35 *The Chairperson shall announce direct votes to the meeting before a vote is taken on either a show of hands or a poll.*

**Complimentary light refreshments will be served at the conclusion of the AGM to those persons attending the meeting.**