

# MEETING NOTICE 2024

TWIN TOWNS SERVICES CLUB LIMITED



Wharf Street, Tweed Heads, NSW 2485. Telephone: 07 5536 2277

[www.twintowns.com.au](http://www.twintowns.com.au)

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF TWIN TOWNS SERVICES CLUB LIMITED WILL BE HELD IN THE SHOWROOM, LEVEL 5, TWIN TOWNS, WHARF STREET, TWEED HEADS, NEW SOUTH WALES ON TUESDAY 21 MAY 2024 COMMENCING AT 7.00 PM.

#### **NOMINATIONS FOR ELECTION TO THE POSITION OF DIRECTOR**

Nominations are called for election to the position of Director of Twin Towns Services Club Limited. The Election will be held at the Annual General Meeting of the Club. The Election will be held to elect three (3) Directors of the Club whom will each serve a term of three (3) years in accordance with the Triennial Rule adopted in the Constitution of the Club.

Nominations will open at 9.00am QLD on 4 March 2024.

Nominations will close at 5.00pm QLD on 20 March 2024.

Nomination forms will be available from the Executive Office of the Club during office hours, must be in writing and made on the form provided.

Nominees should consult the Constitution of the Club to ensure their eligibility prior to nominating.

BY ORDER OF THE BOARD



R L SMITH

Chief Executive Officer/Secretary

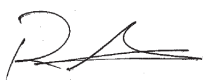
#### **THE BUSINESS OF THE MEETING**

1. **Apologies**
2. **Minutes of the previous Annual General Meeting**  
To receive the minutes of the previous AGM held Tuesday 23 May 2023.
3. **Board Report and Financial Reports**  
To receive the Financial Statements, the Directors' Report and the Auditor's Report, for the year ended 31 December 2023.
4. **Reports of Sections within the Club**  
An opportunity will be provided to receive reports from the various Sub-Clubs/Sections, within the Club.
5. **Auditor.** If the Club's Auditor or his representative is at the meeting, a reasonable opportunity will be provided for members to ask the Auditor or his representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
6. **Election of Directors**  
To declare the result of the election of three Directors to the Board of Directors.
7. **Ordinary resolutions**  
To consider and if thought fit, pass with or without modification, separately each of the following resolutions.

[Explanatory notes appear at the end of this notice]

- (a) That, pursuant to the Registered Clubs Act 1976, the members approve the payment of an honorarium at the annual rate of \$44,325 plus the provision of a motor vehicle to the Chairperson of the Club in respect of his or her services as Chairperson of the Club and as a Director of the Club until the next Annual General Meeting of the Club. The honorarium is payable by equal monthly instalments in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of the Chairperson's term, until the next AGM.
- (b) That, pursuant to the Registered Clubs Act 1976, the members approve the payment of an honorarium at the annual rate of \$9,035 to each Director of the Club, with the exception of the Chairperson, in respect of his or her services as a Director of the Club until the next Annual General Meeting of the Club. The honorarium is payable by equal monthly instalments in arrears and prorated on a daily basis for any broken period of less than a calendar month at the start or end of the Director's term, until the next AGM.
- (c) That, pursuant to the Registered Clubs Act 1976, the members authorise (and declare to be reasonable) the provision by the Club at the expense of the Club (or payment or reimbursement by the Club for, as the case requires), of -
- reasonable food and beverage for each member of the Board at meetings of the Board and meetings of Committees of the Board
  - the reasonable cost and expense of and incidental to representing the Club at functions held within the Club and elsewhere, and undertaking such other duties as may be approved from time to time by the Board (in the company of their partner where the Board determines it to be appropriate to do so)
  - the reasonable cost and expense of and incidental to the professional development, training and education of members of the Board, including (but not limited to):-
    - attending meetings of organisations and associations of which the Club is a member, or of which members of the Board are members;
    - attending such conferences, seminars, lectures, trade displays, study tours, fact finding tours and other similar functions (whether organised by the Club or by another organisation and whether held within Australia or overseas) as the Board may from time to time determine to be appropriate; and
  - provision of a uniform.
- (d) That, pursuant to the Registered Clubs Act 1976, the members authorise (and declare to be reasonable) that each Honorary Member of an Internal Sporting and Social Club (Section) is entitled to their membership of those Sections free of any obligation to pay the primary annual Section membership fee.

BY ORDER OF THE BOARD



**R L SMITH**  
**Chief Executive Officer/Secretary**

## **GENERAL NOTES TO MEMBERS**

- Members who wish to raise any queries or seek any information, including questions in relation to the accounts or reports or specific legislative or financial matters, are asked to provide written notice of the question to the office of the Chief Executive Officer at least 7 days prior to the meeting, so that answers may be researched, if required.
- It is a requirement under the Corporations Act that any special resolution must be considered as a whole and cannot be altered by any motion at the meeting (except to correct grammatical or clerical errors).
- It is also a legal requirement that no resolution may be proposed at the meeting that is not already listed in the notice of meeting.

### **Alternative arrangements**

- If it becomes necessary or appropriate or otherwise, to
- use overflow rooms, then that will be done and directions given at the time of the meeting with connections and participation facilitated by technology; or
- hold the meeting as a virtual meeting using technology, then members will be notified as early as possible and instructions provided.
- Links to the AGM materials will become active in the secure members portal on the Club's website at least 21 days prior to the meeting.
- Members are able to find the Annual Report including the Financial Report, at [www.twintowns.com.au](http://www.twintowns.com.au) [under the Members portal].
- Members can also obtain a hard copy or an electronic copy of the Annual Report by written request to the Club's Secretary.
- Ordinary Members and Life Members are eligible to vote on each Resolution.
- A member must be present at the meeting at the time that the vote is taken on the particular resolution in accordance with the directions of the Chair after the end of debate, in order to vote. Votes may not be cast in advance.
- An Ordinary Resolution will be passed if a simple majority of the members present and voting (being eligible to vote), vote in favour of the resolution.
- A Special Resolution will be passed if seventy five percent (75%) or more of the members present and voting (being eligible to vote), vote in favour of the resolution.
- A vote on a proposed resolution on a show of hands will not count, even if the vote has been declared, if the Chair requires or accepts a request from five members for a poll i.e. a vote by secret ballot. In that case the voting will be determined according to the poll.
- Members who are employees of the Club or Social Members (that is to say, Club Key members) are not entitled to attend, speak at or vote at the meeting.
- Proxy voting is prohibited by the Registered Clubs Act 1976.

### **Explanatory notes – proposed ordinary resolutions**

It is necessary and appropriate for the Directors to be active in performing their duties and pursuing the Club's success.

The proposed resolutions are to the same effect as the corresponding resolutions approved by members at the last AGM – although see the further comment below in relation to honorariums amounts.

Directors' out-of-pocket expenses reasonably incurred in the course of carrying out their duties, can already be authorised by the Board. However, for transparency the proposed resolution concerning benefits, lists some of the types of expenses likely to be incurred.

To the extent that the resolution involves the payment of certain specific out-of-pocket expenses, the resolution will acknowledge that expenses of the types proposed are prima facie reasonable and there is or will be a current resolution of the Board authorising the payment of expenses of the kind listed.

To the extent that the proposed expenses may involve the provision of benefits that are not in the form of money or a cheque and are provided to a specific class of member, that is permissible under current legislation only if there is a current authorisation from a general meeting.

To the extent that the proposed expenses might otherwise be regarded as a profit, benefit or advantage that is not offered equally to every full member and able to be authorised as above, they are still permissible if the Authority is of the opinion that they are reasonable in the circumstances. The resolution seeks to acknowledge the types of expenses that are regarded by the members as being prima facie reasonable in the circumstances.

Finally, the resolution will acknowledge that it is not improper for members (including directors) and their partners, to attend at and participate in Club or Club intra-club or external functions or activities, where they are excused from payment because of their office or other connection with the Club.

The proposed resolution takes into account the ever-changing circumstances of the Club including the further increase in the size and complexity of the Club's operations.

The proposed honorariums are only permissible if approved by the members. The proposed honorariums take into account the changing circumstances of the Club including the continuing increases in the size and complexity of the Club's operations and the resultant increases in what the Club needs and expects from Directors.

The amounts of the proposed honorariums are not inconsistent with honorariums paid to directors of other similar-sized clubs and are unchanged from those approved at the last AGM except that the amounts have been incrementing in proportion to CPI increases, and rounded.

Each individual Director can choose whether or not to accept the honorarium.

In addition to a particular honorarium, as a consequence of the honorarium the Club expects to pay a Superannuation Guarantee contribution on behalf of the recipient in each case at the minimum rate required under legislation.

The context for the proposed resolution in relation to honorary members of Sections is similar.

### **Explanatory notes**

1. In accordance with the Registered Clubs Act 1976 and the constitution of Twin Towns Services Club Limited life members and financial ordinary members are eligible to attend the general meeting and vote on the ordinary resolution.
2. In order to be passed the ordinary resolution requires votes from a simple majority of those members who, being eligible to do so, are present and vote on the ordinary resolution of the meeting.
3. Under the Registered Clubs Act 1976 and the Twin Towns Services Club Limited Constitution:
  - (a) Members who are employees of the Club are not entitled to vote; and
  - (b) Proxy voting is prohibited.

### **Board support**

The present Board unanimously and strongly recommend each of the proposed ordinary resolutions in the notice paper.