



**ORANGE EX-SERVICES' CLUB LIMITED | ABN 35 001 027 710**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 52nd ANNUAL GENERAL MEETING OF THE ORANGE EX-SERVICES' CLUB LIMITED WILL BE HELD IN THE CORAL SEA ROOM OF THE CLUB AT 231 – 243 ANSON STREET ORANGE ON WEDNESDAY THE 8TH OF MAY 2024 AT 6.30PM**

### **BUSINESS:**

The business of the Annual General Meeting shall be as follows:

1. Apologies
2. To receive the Minutes of the 51st Annual General Meeting of the Club held on Wednesday, 10th May 2023
3. To receive and consider the:
  - a. Financial Report;
  - b. Directors' Report; and
  - c. Auditor's Report for the year ended 31st December 2023
4. To consider and if thought fit pass Ordinary Resolutions as set out in Note 1.
5. To consider and if thought fit pass the Special Resolution set out in Note 2.
6. Returning Officer to declare the results of the election of directors in accordance with Rule 25 of the Constitution.

## **NOTE TO MEMBERS REGARDING THE FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT**

Members who wish to raise any queries or seek any information at the meeting about the Financial Report, Directors' Report or Auditor's Report or other matters relating to the affairs of the Club are asked to give the Chief Executive Officer notice in writing of their queries or requests by no later than Wednesday, 24th April 2024. This will enable properly considered replies to be prepared for the benefit of members.



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## NOTE 1

### Ordinary Resolution 1:

That pursuant to section 10 (6A) (b) of the Registered Clubs Act 1976 the members approve and agree to the reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following activities of Directors:

- a. The reasonable cost of a meal and beverage for each Director immediately before or after a Board or Committee meeting when the meeting is held during a normal meal time;
- b. The reasonable cost of entertaining special guests of the Club;
- c. Reasonable costs of Directors attending Sub-club activities, functions and other activities deemed by the Directors at a Board Meeting to be of benefit to the Club and reasonable costs for attendance at functions with spouses/partners when required to represent the Club;
- d. Reasonable expenditure by the Club for the following:
  - i. Mid-Year Dinner for the Directors, Management and Life Members;
  - ii. The Yearly Dinner for Directors, Management, Special Guests and Life Members;
- e. The provision of uniforms and associated apparel for the use of Directors when representing the Club; and
- f. That each Director be entitled to a parking space in the undercover car park, for use whilst on relevant Club business. The Directors' spaces also be specified.

The members acknowledge that the benefits in (a), (b), (c), (d), (e) and (f) are not available to the members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

### Ordinary Resolution 2:

That pursuant to section 10 (6A) (b) of the Registered Clubs Act 1976 the members do approve and agree to the reasonable expenditure by the Club for the professional development and education of directors specified below until the next Annual General Meeting:

- a. The reasonable cost of Directors as determined by the Board to attend industry related events, conferences, training courses and Annual General Meetings of ClubsNSW, RSL & Services' Clubs Association, Golf Management Australia, Club Managers Association, Governance Institute of Australia, and the Australian Institute of Company Directors;



b. The reasonable cost of Directors attending Regional Meetings of ClubsNSW, Golf Management Australia and the RSL & Services' Clubs Association; and

c. The reasonable costs of Directors attending relevant training courses, seminars, lectures, displays, fact-finding tours, conferences and other organised study tours and other similar events as may be determined by the Board.

The members acknowledge that the benefits in (a), (b) and (c) are not available to the members generally but only to those who are Directors of the Club and those members directly involved in the above activities.

### **Ordinary Resolution 3:**

That pursuant to section 10 (6A) (b) of the Registered Clubs Act 1976 the members do approve and agree to the reasonable expenditure by the Club on ANZAC Day of early breakfast and lunch for ex-service men and women and their respective partners/carers; lunch for school cadets and band members on ANZAC Day; lunch for ex-service men and ex-service women on Vietnam Veterans Day and morning tea on Remembrance Day and Victory in Pacific Day and Battle for Australia Day. Such expenditure to be approximately \$15,000.00.

### **Ordinary Resolution 4:**

a. That pursuant to section 10 (6)(b) of the Registered Clubs Act 1976 the members do approve payment of the following honorariums (plus any payment due under the Superannuation Guarantee Administration Act) to directors for their services to the Club until the next Annual General Meeting in 2025:

i. President	\$14,500.00
ii. Senior Vice President	\$10,200.00
iii. Junior Vice President	\$8,700.00
iv. Directors	\$7,300.00

b. The honorariums will be paid in arrears by monthly instalments.

c. If the President, the Senior Vice President, the Junior Vice President, or a director cease to hold office before the Annual General Meeting in 2025 or only holds office for part of the term, the honorarium shall be paid on a pro-rata basis, up until the time they cease to hold office and the Club shall not be required to make any further payment to the director concerned.

## **EXPLANATORY MESSAGE TO MEMBERS REGARDING THE ORDINARY RESOLUTIONS 1 - 4:**

Section 10 (1) (i) and (j) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit or advantage to any member (including a director) unless it is offered equally to all members of the Club.



Section 10 (6A) (b) of the Registered Clubs Act 1976 allows a member to receive a benefit if the benefit conferred is not in the form of money (i.e., is in the form of meals, drinks, car parking spaces etc) and those benefits are approved by an ordinary resolution of the members of the Club in general meeting prior to the benefit being provided.

Section 10 (6)(b) of the Registered Clubs Act 1976 provides an exception to section 10 (1) (i) and (j) where the benefit comprises an honorarium conferred on Directors of the Club.

**ORDINARY RESOLUTION 1** is to have the members in general meeting approve, in accordance with section 10 (6A) (b) of the Registered Clubs Act 1976, reasonable expenditure by the Club in relation to the conferral of non-monetary benefits on Directors and specific members as specified in the resolution.

**ORDINARY RESOLUTION 2** is to have members in general meeting approve, in accordance with section 10 (6A)(b) of the Registered Clubs Act 1976, non-monetary benefits including the reasonable expenditure by the Club for the Directors to attend seminars, lectures, courses, trade displays and other similar events, including the registered clubs industry's peak industry association (ClubsNSW) Annual General Meeting, and to visit other clubs, to enable the Club's Board to keep abreast of current trends and developments which have a significant bearing on the nature and the way in which the Club conducts its business.

**ORDINARY RESOLUTION 3** is to have the members in general meeting approve, in accordance with section 10 (6A)(b) of the Registered Clubs Act 1976, non-monetary benefits including the reasonable expenditure on ANZAC Day of early breakfast and lunch for ex-service men and women and their respective partners/carers; lunch for school cadets and band members on ANZAC Day; lunch for ex-service men and ex-service women on Vietnam Veterans Day and morning tea on Remembrance Day and Victory in Pacific Day and Battle for Australia Day.

**ORDINARY RESOLUTION 4** is to have the members in general meeting approve, in accordance with section 10 (6)(b) of the Registered Clubs Act 1976, the conferral of an amount of money (i.e., honorarium) on each director of the Club in recognition of the many hours of service given by members of the Board in carrying out their role as directors of the Club.

The Club now operates a substantial business and the directors of the Club have significant responsibilities in managing the business and affairs of the Club. In addition to this the laws relating to registered clubs are becoming more complex.

The amounts specified in Ordinary Resolution 4 represent an increase of (7%) over the amounts approved as honoraria for directors at the Annual General Meeting held in 2023. The increase of 7% reflects the increase in the Consumer Price Index (CPI) for the 12 months ending 31 March 2024 which was 7%, rounded up to the nearest \$100.00.



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## Note 2

### SPECIAL RESOLUTION

That the Constitution of Orange Ex-Services' Club Ltd be amended by:

(a) **inserting** in Rule 10.12(b), 10.18(c), 10.24 (c), 10.37(c), and 10.42(c) after the word "attend" appearing in each of those Rules the words, "and vote".

(b) **deleting** Rules 10.12(e), 10.18(f), 10.24(f), 10.37(f) and 10.42(f) and in their place inserting the following:

*"Vote on any special resolution to amend this Constitution."*

(c) **deleting** Rules 10.13, 10.19, 10.25 10.38 and 10.44 and in their place inserting the word "deleted".

*"Life members, and financial Service members, Associate members, Orange Bowling members, Orange Golfing members, Newstead Life members and Wentworth Golf Life members are eligible to vote on any Special Resolution to amend this Constitution."*

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### Notes to Members on Special Resolution

1. The Special Resolution proposes to amend the Club's Constitution in relation to eligibility to attend and vote at general meetings of the Club, including voting on Special Resolutions to amend the Constitution.
2. Currently, the Constitution provides that only Service members and Life Service members are permitted to vote at general meetings, including the Annual General Meeting, and vote on Special Resolutions to amend the Constitution. Associate members, Orange Bowling members, Orange Golfing members, Newstead Life members and Wentworth Golf Life members only have the right to attend meetings and vote in the election of the Board.
3. If the Special Resolution is passed, all Service members, Associate members, Orange Bowling members, Orange Golfing members, Newstead Life members and Wentworth Golf Life members and all Life members will have the right to vote at meetings and on Special Resolutions including special resolutions to amend the Constitution.
4. Currently, the club has 21,461 members. Of these, 235 are Service members.
5. This reflects a common trend in Services/RSL clubs across the state.
6. Accordingly, with the change in numbers, and the declining number of Service members, the Board is proposing an amendment to the Constitution so that all members in all categories of Full membership, apart from Social and Junior members, have the right to vote at meetings and on Special Resolutions.



## GENERAL NOTES TO MEMBERS ON ORDINARY AND SPECIAL RESOLUTIONS.

1. All Life Members, financial Service Members, Associate Members and Social Members (except employees of the Club) are entitled to vote on the Ordinary Resolutions.
2. To be passed, each Ordinary Resolution must receive votes in its favour from not less than a majority (50% + 1) of those Members who being eligible to do so, vote in person at the meeting.
3. All Life Service Members and Service Members are entitled to vote on the Special Resolution.
4. To be passed, the Special Resolution must receive votes in its favour from not less than three quarters (75% of those Members who being eligible to do so, vote in person at the meeting.
5. Members should read the explanatory messages to members following the resolutions which explains the nature and effect of each resolution.
6. Please direct any questions or concerns about the resolutions to the Chief Executive Officer of the Club, if possible, before the meeting.
7. Members of the Club, who are employees of the Club, cannot vote on the Resolutions.
8. Members are asked to respectfully submit any questions they may have regarding the Financial Report, Directors' Report and Auditor's Report in writing to the Chief Executive Officer no later than Wednesday 24 April 2024, so informed responses can be provided at the meeting.
9. Proxy votes are not allowed under the Registered Clubs Act 1976.

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Dated: 25 March 2024

By direction of the Board



**Nathan Whiteside**  
Chief Executive Officer

## ORANGE EX-SERVICES' CLUB ANNUAL REPORT

In accordance with the Constitution of the Orange Ex-Services' Club Limited relating to the Corporations Act 2001 the Club is only required to send Financial Report, Directors' Report and the Auditor's Report to those members who have requested to receive the reports in hard copy or electronic copy. If you wish to have a copy of the Club's Annual Report emailed to you, please send your request to: [enquiries@oesc.com.au](mailto:enquiries@oesc.com.au)

If you wish to receive a printed copy, please contact Club Administration on (02) 6362 2666. Alternatively, the Annual Report can be found by visiting [www.oesc.com.au](http://www.oesc.com.au)



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# ORANGE EX-SERVICES' CLUB LIMITED 2024 NOTICE OF BOARD ELECTION

## VOTING WILL BE CONDUCTED AT THE FOLLOWING TIMES

<b>Orange Ex-Services' Club</b>	Monday 29th April 2024 Wednesday 1st May 2024 Thursday 2nd May 2024 Friday 3rd May 2024	12:00pm - 5:00pm 4:00pm - 8:00pm 6:00pm - 9:00pm 12:00pm - 4:00pm + 6:00pm - 9:00pm
<b>Wentworth Golf Club</b>	Wednesday 1st May 2024 Saturday 4th May 2024	10:00am - 2:00pm 9:00am - 3:00pm
<b>The Country Club</b>	Tuesday 30th April 2024 Thursday 2nd May 2024 Saturday 4th May 2024	11:00am - 2:00pm 12:00pm - 4:00pm 5:00pm - 7:30pm

The Board is elected in accordance with the triennial rule set out in Rule 24 of the Constitution. In accordance with Rule 25 of the Constitution – Notice is hereby given that the following members have nominated for the Board of Directors:



### **BIERNAT, Gregory Paul**

Mr Biernat, a Chartered Professional Engineer (Electrical) with 25 years in building services consulting, excels as a project manager. With a focus on sustainable development projects benefiting communities directly, he brings invaluable experience. Understanding the ethical responsibilities of directors, he emphasises care and diligence. Proficient in directing professional teams, he drives organisational improvement, fosters collaborative teamwork and promotes socially responsible design practices. As an Orange native, he understands local community issues. Mr Biernat's strategic mindset, creativity, empathy, attentiveness, and analytical prowess, ensures a unique contribution to the board.



### **IRWIN, Peter Terence**

Mr Irwin previously served on the Orange Ex-Services' Club Board from 2008-2012 and again from 2014-2017. The breadth of his board experience included serving on various sub-committees during his time, including as the Chairman of the Membership and Disciplinary Committee. He has a Certificate in Governance for Not-For-Profits (Governance Institute of Australia), providing him with an understanding of governance structures. He was appointed as a Justice of the Peace in 1976. He has worked as a Bank Accountant for Rural Bank and is currently employed as the Assets & Facilities Officer for LiveBetter.



### **SHEPHERD, Adam Eric**

Mr Shepherd is a lifelong resident of Orange, with deep roots in the community; he actively contributes to local sporting clubs, businesses, and fundraising endeavours. Known for assuming leadership roles to foster growth and support, he is committed to advancing the Club's prominence in the Central West. His dedication is evident through his tenure as President of Centrals Cricket Club (1998-2005) and ongoing involvement as a committee and life member. His roles for Orange DCA, Hawks RLFC and CYMS Hockey further demonstrate his commitment to community development and leadership.



**JONES, Russell John**

Mr Jones has served on the Board of the Orange Ex-Services' Club for 37 years, 5 of which as President and 6 as Senior Vice President. He has served on several sub-committees of the board in his time as a director. Prior to 1987, he served as a Director of the Bloomfield Country Club until it was amalgamated with the Orange Ex-Services' Club Ltd. He was employed in the Health Industry for over 50 years, including 23 years at Director of Nursing/Nurse Manager levels. He is also an OESC Life Member.



**MUNRO, Scott Ian**

Mr Munro boasts 34 years of diverse business experience in Orange, spanning butcher, farmer, and real estate agent roles. His civic engagement includes a decade-long tenure as an Orange City Councillor from 2012 to 2022, during which he actively contributed to various council committees. Now serving as director of his real estate company and licensee of PRD Real Estate, he leverages his extensive community involvement to drive meaningful change. Mr Munro's firsthand experiences underscore the significance of having a clear vision for serving the community's needs effectively.



**FLOOD, Terry James**

Mr Flood was elected as a Club director in 2014 following 48 years as an Associate member, he actively participates in board sub-committees and currently serves on the Membership and Disciplinary Committee. Holding the position of Junior Vice President from 2018 to 2021 and again from 2022 to 2023, he has contributed significantly to club governance. With 15 years on the Orange District Emergency Management Committee, 35 years with the Orange City SES (10 as Controller), and 40 years with the Orange Rescue Squad (VRA, 15 as Officer in Charge), his commitment to community safety is evident. Additionally, he maintains membership in the Australian Institute of Emergency Services and the Volunteer Rescue Association.



**McGUIRE, Kevin James**

Mr McGuire, served on the Board from 2019 to 2022 and was reappointed in 2023, contributes notably to the Audit, Finance, Risk Management & Sustainability Committee. As CEO of Wangarang Industries for 11.5 years, his leadership is evident. Additional roles include Chair of NDIS CEO round-table and Regional Manager of Western NSW House with No Steps. He also contributed to the Management Committee of Forbes Meals on Wheels, Board of Parkes/Forbes Business Enterprise Centre, Advisory Board of Parkes Leagues Club, and serves as Treasurer of Parkes Railway Bowling Club.

