

BANKSTOWN RSL CLUB LIMITED
ABN 61 001 084 591

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Bankstown RSL Club Limited ("**Club**") will be held on **Wednesday, 26 March 2025 at 6.30pm** at the premises of the Club at 1 Meredith Street, Bankstown, New South Wales 2200.

BUSINESS TO BE CONDUCTED

- 1 To receive and adopt the minutes of the Annual General Meeting held on 27 March 2024.
- 2 *To receive and consider the Directors' Report, Financial Report and Report of the Auditor.
- 3 To declare the results of the election of Directors.
- 4 To consider and, if thought fit, pass each of the Four Ordinary Resolutions which appear under the headings First to Fourth Ordinary Resolutions, which concern benefits to be provided to Directors of the Club until the next Annual General Meeting.
- 5 To deal with any business of which due notice has been given.
- 6 General business.

*** FINANCIAL REPORTS ARE AVAILABLE TO MEMBERS ON THE CLUB'S WEBSITE (OR MAY BE SENT, ON WRITTEN REQUEST, TO MEMBERS ELECTRONICALLY OR BY POST)**

Pursuant to the *Corporations Act* 2001 (Cth) and Rule 99 of the Club's Constitution, the financial reports (including the directors' report and auditor's report) (i.e. the annual report for each year) will not be sent to a member unless the member elects to receive those reports electronically or by post. If a member does not notify the Club that he or she wishes to receive a copy of the Club's annual report or a particular report, the Club will only make the annual report(s) available on-line on the Club's web site. The URL for the Club's website is <http://www.bankstownrsl.com.au>

The annual report will be made available on the Club's website no later than 21 days prior to the date of the Club's Annual General Meeting.

Any member may elect to receive a copy of the annual report for any year, by writing to the Club's Chief Executive Officer.

ORDINARY RESOLUTIONS

FIRST ORDINARY RESOLUTION

- "(a) For the purposes of sections 10(6)(d) and 10(6A) of the *Registered Clubs Act 1976 (NSW)*, that the Members hereby approve expenditure by the Club in a sum not exceeding \$8,000 for the professional development and education of Directors until the next Annual General Meeting, including:
- (i) The reasonable cost of Directors attending the Annual General Meeting of Clubs NSW.
 - (ii) The reasonable cost of Directors attending Meetings of other Associations of which the Club is a member.
 - (iii) The reasonable cost of Directors attending Seminars, Lectures and Trade Displays, Organised Study Tours, Fact Finding Tours and other similar events as may be determined by the Board from time to time.

- (iv) The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- (b) The Members acknowledge that the benefits in Paragraph (a) above are not available to Members generally, but only for those who are Directors of the Club."

SECOND ORDINARY RESOLUTION

- "(a) The members approve, for the purposes of section 10(6)(b) of the *Registered Clubs Act 1976 (NSW)*, that the Board of the Club be granted Honoraria as follows, subject to paragraph (b) below:
 - (i) Chairman \$550 per month;
 - (ii) Vice Chairman \$400 per month; and
 - (iii) Other Directors \$300 per month.
- (b) From April 2019, payment of Honoraria is subject to the following conditions:
 - (i) Payment of monthly instalments of honoraria may be withheld and not be paid to a Director for the month or months which immediately follow his or her failure to attend consecutive Board meetings (including disciplinary hearings under rule 42 of the Club's Constitution).
 - (ii) Payment of monthly instalments of honoraria to a Director will be resumed for the month in which the Director next attends a Board meeting (including disciplinary hearings held under rule 42 of the Club's Constitution) and will continue for subsequent months subject to the requirements of paragraph (i) above. That is, the resumption of monthly instalments of honoraria remain subject to further withholding and non-payment pursuant to the requirements of paragraph (i) above, and subject to further resumption under this paragraph (ii).
 - (iii) For the purposes of this paragraph (b), non-attendance at Board meetings (including disciplinary hearings under rule 42 of the Club's Constitution) held in February and March 2024 will not disqualify a Director from payment of his or her honorarium payable for the months of March and April 2024 unless the Director held office on the Board for the months of February and March 2024."

THIRD ORDINARY RESOLUTION

- "(a) For the purposes of section 10(6A) of the *Registered Clubs Act 1976 (NSW)*, that the Members hereby approve expenditure by the Club:
 - (i) in a sum not exceeding \$40,000 until the next Annual General Meeting for the following expenses subject to approval by the Board of Directors:
 - (A) The reasonable cost of a meal and beverage for each Director before or after a Board or Committee Meeting, on the day of that meeting when this meeting coincides with a normal meal time.
 - (B) Reasonable expenses incurred by Directors 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 receipts, invoices or other proper documentary evidence of such expenditure.
 - (C) Reasonable expenses of Directors attending functions with spouses where appropriate and required to represent the Club including the Annual General Meeting of Clubs NSW.

- (D) The provision of blazers and associated apparel for the use of Club Directors when representing the Club.
 - (E) Reasonable expenses incurred by Directors in travelling to and from Directors' Meetings or other duly constituted Committee Meetings as approved by the Board from time to time, subject to production of invoices, receipts or other proper documentary evidence of such expenditure.
- (ii) of the reasonable cost of food for the wake of a person who is a Life member or is or has been a Director of the Club, when hosted at the Club subject to approval by the Board of Directors in its absolute discretion.
- (b) The members acknowledge that the benefits in Paragraph (a) above are not available to Members generally but only for those who are Directors of the Club and those Members directly involved in the activities in paragraph (a)."

FOURTH ORDINARY RESOLUTION

"For the purposes of section 10(6A) of the *Registered Clubs Act 1976 (NSW)*, the that the Club make provision for car parking spaces adjacent to the Club for use by the Directors.

The members acknowledge that the benefit in this Fourth Ordinary Resolution is not available to members generally but only to those who are Directors of the Club."

Explanatory Message regarding the First to Fourth Ordinary Resolutions

1. These explanatory notes have been prepared to assist members in understanding the details and effect of the Ordinary Resolutions to be considered at the Annual General Meeting.
2. These notes are to be read in conjunction with the proposed Ordinary Resolutions.
3. The *Registered Clubs Act 1976 (NSW)* (**Registered Clubs Act**) prohibits a profit, benefit or advantage being offered to a member of the Club, whether or not he or she is a member of the Board of Directors, or of any Committee of the Club unless the profit, benefit or advantage is offered equally to every full member of the Club or unless the profit, benefit or advantage is approved by the members in general meeting.
4. If the First Ordinary Resolution is passed, \$8,000 may be expended by the Club for the professional development and education of Directors until the next Annual General Meeting.
5. If the Second Ordinary Resolution is passed, honoraria may be paid to the Directors for the amounts specified in the Resolution until the next Annual General Meeting.
6. If the Third Ordinary Resolution is passed, \$40,000 may be expended by the Club for the listed types of expenses which may be incurred by the Directors until the next Annual General Meeting and the reasonable cost of food for the wake of a person who is a Director of the Club at the time of their death.
7. If the Fourth Ordinary Resolution is passed, the Club can continue to designate car spaces for use only by Directors.

GENERAL NOTES TO MEMBERS

1. To be passed, each of the Ordinary Resolutions will be voted on separately.
2. To be passed the Ordinary Resolutions must receive votes in their favour from not less than a simple majority(50%+1) of those members, who being entitled to do so, vote in person at the meeting.
3. In accordance with Rules 20(a) and 20(b) of the Club's Constitution and the Registered Clubs Act, (eligible) Life Members, financial Ordinary Members Class A, financial Ordinary Members Class B and financial Ordinary Members Class C are entitled to vote on the Ordinary Resolutions.
4. Pursuant to the Registered Clubs Act and the Club's Constitution, members who are employees of the Club are not entitled to vote.

5. Proxy voting is prohibited by the Registered Clubs Act.
6. The Board recommends that members vote in favour of the Ordinary Resolutions.
7. Please direct any questions or concerns about the business to be conducted at the Annual General Meeting (including the Financial Reports or Ordinary Resolutions) to the Chief Executive Officer, if possible by no later than 5 business days before the Annual General Meeting.

INFORMATION REGARDING ELECTION OF DIRECTORS

In accordance with the Rule 49 of the Club's Constitution, the Board is to be elected biennially (every second year). All directors will be up for election in 2025.

Eligibility to stand for election to the Board

Members wishing to stand for election to the Board should familiarise themselves with the eligibility criteria contained in the Club's Constitution.

In accordance with Rule 47(b)(iii) of the Club's Constitution, from the conclusion of the 2025 Annual General Meeting up to the conclusion of the 2027 Annual General Meeting, the Board will consist of:

- (A) *Seven (7) Directors being a Chairman, Vice Chairman and five (5) Ordinary Directors comprising;*
 - (1) *at least one (1) Ordinary Member Class A or eligible Life Member.*
 - (2) *the remaining six (6) Directors may be:*
 - (a) *Ordinary Member Class A; or*
 - (b) *Ordinary Member Class B; or*
 - (c) *Ordinary Member Class C; or*
 - (d) *eligible Life Member; or*
 - (e) *up to three (3) Social Members.*
- (B) *Apart from Rule 47(b)(iii)(A)(2)(e), nothing else in sub-rule 47(b)(iii)(A) prevents the Board from appointing additional directors under rule 46(c); and*
- (C) *The positions of Chairman and Vice Chairman may only be held by Ordinary Members Class A, Ordinary Members Class B, Ordinary Members Class C or eligible Life Members.*

Nominations

On Friday, 28 February 2025, a Notice calling for nominations of persons wishing to be elected to the Board will be placed on the Club's Notice Board.

Nominations will close at 2.00pm on Friday, 7 March 2025.

A notice will then be placed on the Members Notice Board advising members if a ballot will be required or not.

If the Club receives more than the required number of nominations from members wishing to be elected as directors and a ballot is required, on Monday 10 March 2025 at 12.00 noon at the Club's premises, the names of the nominees will be drawn by lot for the order in which they will be listed on the respective ballot paper.

Ballot for election of Directors

If a ballot is required, a notice will be placed on the Club's Notice Board and website advising of such. The ballot will be conducted in accordance with Rules 49(f) of the Club's Constitution.

Financial Ordinary Members Class A, financial Ordinary Members Class B, financial Ordinary Members Class C, financial Social Members with at least four (4) continuous years membership of the Club and eligible Life Members of the Club will be eligible to attend the Club's premises at the 1 Meredith Street, Bankstown to vote in the ballot at the following time:

Wednesday 12 March 2025	12.00pm – 6.00pm

The result of the ballot will then be declared at the Club on Wednesday 19 March 2025.

The result of the ballot will also be declared at the Annual General Meeting on 26 March 2025.

Scott Dickson
Chief Executive Officer
By Direction of the Board

Dated: 1st August 2024