



NOTICE OF GENERAL MEETING

ACN 163 551 086

NOTICE OF GENERAL MEETING AND RESOLUTIONS

Annual General Meeting

Notice is hereby given to members of the Annual General Meeting of Ingleburn RSL Sub-Branch Club Limited (Club) which is to be held in the Bardia Room of the Club 70 Chester Road Ingleburn on Thursday 29 May 2025 commencing at 8pm.

The Agenda

1. To confirm the minutes of the previous Annual General Meeting held on Thursday 30th May 2024.
2. To receive apologies.
3. To receive and consider for adoption the President's Annual Report.
4. To receive and consider for adoption the Statement of Financial Performance for the year ended 31st December 2024, and the Statement of Financial Position as at 31st December 2024, together with the Auditor's Report thereon.
5. To announce the result of the Ballot for Directors and declare Directors elected in accordance with the triennial rule.
6. To consider and vote upon the Ordinary Resolutions as set out below.
7. To consider and vote upon the Special Resolution as set out below.
8. For the purposes of clause 4(4) of the Registered Clubs Regulation 2015 (NSW), the Chairman will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club from other registered clubs in the previous 12 months.
9. To deal with any other business that may be dealt with at the Annual General Meeting.

Voting for Directors

Election Voting for Club Directors will take place in the Club foyer and will be conducted by Australian Electoral Company during the following times:

Friday	23rd May 2025	10am to 8pm
Saturday	24th May 2025	10am to 8pm
Sunday	25th May 2025	10am to 8pm
Monday	26th May 2025	10am to 8pm
Tuesday	27th May 2025	10am to 8pm

Election results will be declared at the Club's AGM held on Thursday, 29th May 2025.

INGLEBURN RSL SUB-BRANCH CLUB LIMITED

First Ordinary Resolution

“(a) That pursuant to the Registered Clubs Act 1976 (NSW) the members hereby approve and agree to expenditure by the Club in a sum not exceeding \$100,000 for the period until the next Annual General Meeting of the Club for the following expenses subject to approval by the Board of Directors:

- (i) The reasonable costs of Directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
- (ii) The reasonable costs (including travel and accommodation expenses and other reasonable out of pocket expenses) of Directors attending meetings, conferences and trade shows conducted by ClubsNSW, the Clubs Directors Institute, the Club Managers Association, RSL & Services Clubs Association and Leagues Clubs Australia and such other conferences and trade shows as determined by the Board from time to time.
- (iii) The reasonable cost of Directors attending any other registered Clubs for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
- (iv) The reasonable cost of Directors and partners of Directors attending any Club, Club industry, community, or charity functions as the representatives of the Club and authorised by the Board to do so and the reimbursement to Directors of reasonable out of pocket expenses when representing the Club at these functions.
- (v) The reimbursement of reasonable out of pocket expenses incurred by Directors travelling to and from any additional or special Board meetings or other duly constituted meetings of any committee of the Board.
- (vi) The reasonable cost of a meal and beverage for each Director before and after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
- (vii) The 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 documentary evidence of such expenditure.
- (viii) The reasonable cost of Directors entertaining guests whilst they are on duty at the Club provided such entertaining is limited to meals, beverages, and internal shows.
- (ix) The reasonable cost of supplying Directors with a Club blazer, a Club tie, trousers, and a Club shirt.
- (x) The provision of designated car parking spaces for Directors in the Club's car park.

(b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club.”

Notes to Members on the First Ordinary Resolution

1. The First Ordinary Resolution is to have the members in general meeting approve various expenditure by the Club for Directors including to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses. Included in the First Ordinary Resolution is the cost of Directors attending functions as representatives of the Club and the costs of their spouses/partners also attending those functions.

Second Ordinary Resolution

(a) That the members hereby approve the payment of the following honorariums to the Directors of the Club for services as directors of the Club until the next Annual General Meeting, subject to paragraphs (b) and (c) of this resolution:

- | | | |
|--|---|-------------------|
| (ii) President | - | \$10,000.00; and |
| (iii) Directors other than the President | - | \$ 5,000.00 each. |

(b) Such honorariums to be paid by monthly or other instalments as the Club and President and the Club and each Director may agree from time to time.

(c) If the President or a Director only holds office for part of the term, the honorarium shall be paid on a pro-rata basis.

Notes to Members on the Second Ordinary Resolution

1. The Second Ordinary Resolution is to have the members in General Meeting approve honorariums for the Directors of the Club for duties to be performed by them until the next Annual General Meeting. However, the honorariums will be paid on a pro-rata basis which means that a Director who only holds office for part of the year will only receive part of the honorarium. The honorarium proposed this year for the President is \$10,000 and for Directors is \$5,000 which is in recognition of the many hours of voluntary service provided by the President and the other Directors in attending to the Club's business.

Third Ordinary Resolution

That the members approve Ingleburn RSL Sub-Branch Club Limited (Club) absorbing, to a maximum of \$500 plus GST, the catering cost of the wake of any Life Member of the Club held at the premises of the Club.

Procedural Matters in relation to all the Ordinary Resolutions

1. To be passed an Ordinary Resolution must receive votes in its favour from not less than a simple majority (50% plus one) of those members, who being entitled to do so, vote in person at the meeting.
2. Under the Registered Clubs Act 1976 (NSW) (Registered Clubs Act), members who are employees of the Club are not entitled to vote.
3. Proxy voting is prohibited by the Registered Clubs Act.

Special Resolution

That the Constitution of Ingleburn RSL Sub-Branch Club Limited (Club) be amended by:

- (a) inserting into Rule 3.1(i) the words "renewed their membership and" after the words "member of the Club who has".
- (b) inserting the following new Rule 3.1(p) and renumbering the remaining provisions of Rule 3.1 accordingly: "(p) "Liquor or Gaming Policy" means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation".
- (c) inserting the following new Rule 9.7:
"9.7 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power".
- (d) deleting from Rule 14.1(a) the words "as may be prescribed by the Registered Clubs Act or such other greater distance".
- (e) deleting Rule 15 and inserting the following new Rule 15:

"15. ELECTION OF MEMBERS

15.1 A person applying for membership of the Club (the applicant) must complete a membership application form and submit it to the Club.

15.2 Without limiting the powers of the Board, the Board will determine:

- (a) the form and particulars of the application form; and
- (b) how the application form is to be submitted (that is, in person, or by post and/or electronically);
- (c) if the initial joining fee and subscription must be paid when submitting their application form;
- (d) in the case of electronic applications, if the applicant must attend the Club's premises to have their identity verified before their membership application can be considered by the Board or election committee.
- (e) the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.

15.3 All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.

15.4 An applicant can only be admitted to membership if:

- (a) they satisfy the eligibility requirements for the relevant category of membership; and
- (b) at least fourteen (14) days have passed since the applicant applied for membership;
- (c) Rule 15.2(e) has been complied with; and
- (d) the Board or election committee resolves to admit the applicant to membership.



15.5 If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club and the person shall return the provisional membership card to the Club without delay.

15.6 Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club.

Notes to Members on the Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Gaming Machines Act, Liquor Act and Registered Clubs Act.
2. Paragraphs (a) and (b) amend the definitions used in the Club's Constitution.
3. Paragraph (c) clarifies that the Club has power to implement and enforce liquor and gaming policies.
4. Paragraph (d) amends existing provisions relating to Temporary membership to bring them into line with the Registered Clubs Act.
5. Paragraph (e) amends existing provisions relating to applications for membership to enable persons to apply for membership of the Club online (in addition to in person at the Club's premises).

Procedural matters in relation to the Special Resolution

1. To be passed, the Special Resolution must receive votes in its favour from not less than a three quarters (75%) majority of those members, who being entitled to do so, vote in person at the meeting.
2. Pursuant to Rule 46.1 of the Club's Constitution, Honorary Life members, financial Service members, financial Social members, financial Bowling members, financial Ingleburn Bowling Club Bowling members and financial Ingleburn Bowling Club Social members can vote on the Special Resolution.
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote.
4. Proxy voting is prohibited by the Registered Clubs Act.

Note to members regarding financial queries.

Members who wish to raise any queries or seek information at the Annual General Meeting about the Financial Report or other matters pertaining to the affairs of the Club, are asked to give the Chief Executive Officer notice in writing of their queries or requests by Friday, 23rd May 2025 This will enable properly researched replies to be prepared for the benefit of Members.

Dated: 20th February 2025

By direction of the Board

Glenn Cushion
Chief Executive Officer



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