

RAMSGATE RSL MEMORIAL CLUB LIMITED (ACN 000 967 340) NOTICE OF GENERAL MEETING

NOTICE is hereby given of the Sixty Seventh (67th) Annual General Meeting of RAMSGATE RSL MEMORIAL CLUB LIMITED to be held on Sunday 30th April 2023 commencing at 10.30am at the premises of the Club, Corner Chuter Avenue and Ramsgate Road, Sans Souci, New South Wales.

AGENDA

The business of the meeting will be as follows:

1. Apologies.
2. To receive and adopt the Minutes of the 66th Annual General Meeting held on Sunday 1 May 2022.
3. To receive a report from the Chief Executive Officer.
4. To receive and consider the Annual report, Directors' report and Auditor's report for the year ending 31 December 2022.
5. To separately consider and if thought fit pass each of the five (5) Ordinary Resolutions conferring benefits on directors and members of the Club as set out in this Notice.
6. To consider and if thought fit pass a Special Resolution amending the Constitution of the Club as set out in this Notice.
7. To declare the results of the election of the Directors.
8. General Business - To transact any general business of which due notice has been given.

ORDINARY RESOLUTION

[The Ordinary Resolutions are to be read in conjunction with the Explanation to members regarding Ordinary resolutions set out below.]

FIRST ORDINARY RESOLUTION

"That pursuant to Section 10(6)(b) of the Registered Clubs Act, the Members hereby approve the payment, of an honorarium to the President of the Club at the monthly rate of \$833.33, payable monthly in arrears, pro-rated on a daily basis for any broken period of less than a calendar month at the start or end of the term of the President in respect of service on the Board until the next Annual General Meeting.

The Members hereby acknowledge that the benefits in this Resolution are not available to Members generally but only to the President of the Club."

SECOND ORDINARY RESOLUTION

"That pursuant to Section 10(6)(b) of the Registered Clubs Act, the members hereby approve the payment of an honorarium to each Director of the Club (other than the President who will receive a different honorarium if the First Ordinary Resolution is passed) at the monthly rate of \$500, payable monthly in arrears and pro-rated on a daily basis for any broken period of less than a calendar month at the start or end of their term, in respect of service on the Board until the next Annual General Meeting.

The Members hereby acknowledge that the benefits in this Resolution are not available to Members generally but only to those who are Directors of the Club."

THIRD ORDINARY RESOLUTION

"That pursuant to section 10(6A) of the Registered Clubs Act the members hereby approve an amount not exceeding \$100,000 for expenditure by the Club until the next Annual General Meeting of the Club for the following:

1. The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
2. The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by Clubs NSW, the Club Managers Association, the RSL & Services

- Clubs Association and such other conferences and trade shows as determined by the Board from time to time.
3. The reasonable cost of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
 4. The reasonable cost of directors (excluding spouses/partners) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
 5. The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.
 6. The reasonable cost of meals and beverages for each director at or after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
 7. 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.
 8. The reasonable cost of Club apparel being provided to directors as required.
 9. The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to directors in respect of their duties as directors of the Club.

The members acknowledge that the benefits in this Resolution are not available for members generally but are only for those who are directors of the Club.”

FOURTH ORDINARY RESOLUTION

“That pursuant to Section 10(6A) of the Registered Clubs Act, the Members hereby approve the provision by the Club, at a reasonable cost, of an Annual Dinner at the Club for Life Members, Veteran Members and members who are War Widows of former Life Members or former Veteran Members.

The members acknowledge that the benefits in this Resolution are not available to members generally, but only to those who are Life Members, Veteran Members or Ramsgate R.S.L. Memorial Club War Widows of former Life or former Veteran Members.”

FIFTH ORDINARY RESOLUTION

“That pursuant to Section 10(6A)(b) of the Registered Clubs Act, the Members hereby approve of expenditure until the next Annual General Meeting of up to \$50,000 for the provision by the Club of non-monetary prizes, gifts, vouchers and tickets to randomly selected members in each tier of the Club’s Loyalty Rewards Program (Ramsgate Rewards) as part of Ramsgate Rewards.

The members acknowledge that the benefits in this Resolution are not available to members generally, but only to those in the selected tier/s of Ramsgate Rewards.”

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the Explanation to members set out below.]

“That the Constitution of Ramsgate RSL Memorial Club Limited be amended by deleting Rule 27.5(a) in its entirety and inserting instead the following new Rule 27.5(a)

- a. *has been cited to appear before the Board or the Board’s duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period of three (3) months or more within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting; or*

EXPLANATION TO MEMBERS REGARDING THE ORDINARY RESOLUTIONS

The **First and Second Ordinary Resolutions** seek to confer upon directors of the Club payment of an honorarium in respect of their services as a member of the Board.

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

However, section 10 (6) (b) of the Registered Clubs Act 1976 allows a member to receive a profit, benefit or advantage that consists only of a sum of money paid to the member in respect of his or her services as a member of the governing body of the Club where that payment has been approved by a resolution passed at a general meeting of the members of the Club prior to the benefit being provided.

The **First and Second Ordinary Resolutions** confer a honorarium on the President of the Club of \$10,000 per annum and an honorarium on the other directors of the Club of \$6,000 per annum.

Ramsgate RSL

The **Third Ordinary Resolution** seeks to impose upon those members specified in the resolution, benefits of a kind not comprising a sum of money (ie not an honorarium). The benefits are set out in the Third Ordinary Resolution. Section 10 (6A) of the *Registered Clubs Act 1976* allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

The **Fourth Ordinary Resolution** seeks the approval of the members of reasonable expenditure by the Club on a dinner for those members of the Club who are Life Members, Veteran Members and War Widows of former Life Members or former Veteran Members.

The **Fifth Ordinary Resolution** seeks the approval of members of up to \$50,000 expenditure by the Club on randomly selected members in certain tiers of the Club's Ramsgate Rewards. For example, where the Club chooses to offer a promotion to the members in the Silver tier of Ramsgate Rewards, members in Bronze, Gold, Platinum and Diamond tiers may not be eligible. Accordingly, such a promotion is not offered to all members of the Club. Again, section 10(6A) of the *Registered Clubs Act 1976* allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed at a general meeting of the members of the Club prior to the benefit being provided.

EXPLANATION TO MEMBERS REGARDING THE SPECIAL RESOLUTION

1. Rule 27.5(a) of the Constitution of the Club provides that a member is ineligible to be nominated for or be elected or appointed to the Board if that member has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting.
2. The Special Resolution seeks to clarify the description of the expulsion or suspension period in Rule 27.5(a) by amending the wording from "in excess of three (3) months" to "three (3) months or more".

PROCEDURAL MATTERS IN RESPECT OF ALL RESOLUTIONS

1. All financial members who are Life, Service, Veteran and Associate members are entitled to attend and vote on the Ordinary Resolutions and the Special Resolution.
2. Under the 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.
4. To be passed each Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person at the meeting.
5. To be passed the Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members, who being entitled to do so, vote in person at the meeting.
6. As a result of the notice provisions under the Corporations Act 2001, each Ordinary Resolution and the Special Resolution must be considered as a whole and cannot be changed by amendments from the floor of the meeting.
7. Members should read the proposed Ordinary Resolutions and Special Resolution and the Explanatory Notes to Members on the Ordinary Resolutions and Special Resolution which explains the nature and effect of each resolution.
8. The Board of the Club recommends the approval of all the Ordinary Resolutions and Special Resolution to members.

ANNUAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

In accordance with Rule 40.4 of the Club's Constitution, the 2022 Annual Report containing the Directors Report, Financial Statements for the year ending 31 December 2022 and the Auditor's Report is available to members:

- On the Club's website: www.ramsgatersl.com.au
- From the Reception Desk at the Club
- Mailed on request: Email: Ramsgate@ramsgatersl.com.au Telephone: 02 9504 8000

QUESTIONS FOR THE ANNUAL GENERAL MEETING

Members who wish to ask questions at the Annual General Meeting are requested to submit their questions in writing to the Chief Executive Officer at ramsgate@ramsgatersl.com.au no later than 5pm on 19th March 2023.

If questions are not submitted in this manner, the Club may not be able to provide an answer at the Annual General Meeting.

INFORMATION REGARDING ELECTION OF DIRECTORS

In accordance with the requirement of the triennial election rule outlined at Rule 27.7 of the Club's Constitution, three (3) directors will be up for election in 2023.

Pre-Nomination Information Session

In accordance with Rule 27.5(f) of the Club's Constitution, a member is ineligible to be nominated for or be elected to the Board if that member has not within the six months preceding the nomination for election to the Board attended a course of instruction as to the role, duties and responsibilities of directors of clubs, such course to be arranged by the Club.

For the purpose of Rule 27.5(f), on 15 March 2023, the Club conducted a Pre-Nomination Information Session at the premises of the Club at Corner Chuter Avenue and Ramsgate Road, Sans Souci. Notice setting out details of the Pre-Nomination Information Session has been displayed on the Club's noticeboard and website since 2nd March 2023.

Please Note: To be eligible for nomination for election to the Board of the Club, each nominee must have attended the Pre-Nomination Information Session.

Nominations

On 16th March 2023, a Notice calling for nominations of persons wishing to be elected to the Board was placed on the Club's Notice Board as required by Rule 28.1(b) of the Club's Constitution and on the Club's website.

Nominations are scheduled to close at 5.00pm, Wednesday, 29th March 2023. A notice will then be placed on the Members Notice Board and the Clubs website advising members if a secret ballot will be required or not.

Ballot for election of Directors

If the Club receives more than three (3) nominations from members wishing to be elected as directors, a secret ballot will be conducted in accordance with Rules 28.1(l) to (w) of the Club's Constitution.

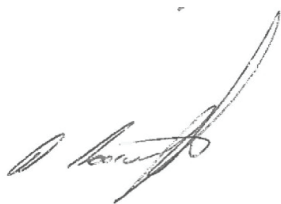
If a secret ballot is required, a notice will be placed on the Club's Notice Board advising of such. Financial members of the Club will be eligible to attend the Club's premises at the corner of Chuter Avenue and Ramsgate Road, SANS SOUCI NSW 2219 to vote in the ballot at the following times:

| Date | Times |
|---------------------------|-----------|
| Wednesday 19th April 2023 | 2pm – 7pm |
| Thursday 20th April 2023 | 2pm – 7pm |
| Friday 21st April 2023 | 2pm – 7pm |
| Saturday 22nd April 2023 | 2pm – 7pm |
| Sunday 23rd April 2023 | 2pm – 7pm |

The result of the election will then be declared at the Annual General Meeting as required by Rule 28.1 (x) of the Club's Constitution.

Alternatively, if the Club receives three (3) or fewer nominations there will be no requirement to conduct a secret ballot and the nominees will be declared elected at the Annual General Meeting.

By Direction of the Board:

A handwritten signature in black ink, appearing to read 'D Moorcroft', written in a cursive style.

David Moorcroft
Chief Executive Officer
Ramsgate RSL Memorial Club

Dated: 23 March 2023