



RAMSGATE RSL MEMORIAL CLUB LIMITED ACN 000 967 340

NOTICE is hereby given of the **Sixty Eighth (68th)** Annual General Meeting of **RAMSGATE RSL MEMORIAL CLUB LIMITED** to be held on **Sunday 5th May 2024** 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 67th Annual General Meeting held on Sunday 30th April 2023.
 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 2023.
 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 declare the results of the election of the Directors.
 7. General Business - To transact any general business of which due notice has been given.
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ORDINARY RESOLUTIONS

[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."**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.

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.

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. As a result of the notice provisions under the Corporations Act 2001, each Ordinary Resolution must be considered as a whole and cannot be changed by amendments from the floor of the meeting.
6. Members should read the proposed Ordinary Resolutions and the Explanatory Notes to Members on the Ordinary Resolutions which explains the nature and effect of each resolution.
7. The Board of the Club recommends the approval of all the Ordinary Resolutions to members.

ANNUAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

In accordance with Rule 40.4 of the Club's Constitution, the 2023 Annual Report containing the Directors Report, Financial Statements for the year ending 31 December 2023 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 24th April 2024.

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, two (2) directors will be up for election in 2024.

Nominations

On 7th March 2024, 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 closed at 5.00pm, Friday, 22nd March 2024.

Election of Directors

At the close of nominations, the Club had received only two (2) nominations from members wishing to be elected as directors.

Accordingly, 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:



David Moorcroft
Chief Executive Officer
Ramsgate RSL Memorial Club

Dated: 9 April 2024