

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **ECHUCA-MOAMA RSL & CITIZENS CLUB LIMITED** will be held on **Monday 18th November 2024** commencing at the hour of **7:00 pm** at the premises of the Club, 56 Merool Road, Moama, New South Wales.

BUSINESS

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

1. Apologies.
2. To receive and consider the Minutes of the Annual General Meeting of the Club held on 27 November 2023.
3. To receive and consider the Report of the Board of Directors for the year ended 30 June 2024.
4. To receive and consider the Financial Report and Auditor's Report for the year ended 30 June 2024.
5. To declare the results of the election of two (2) positions on the Board of Directors in accordance with the triennial election of directors.
6. To consider and if thought fit pass the Special Resolution to amend the Club's Constitution in this Notice.
7. To consider and if thought fit pass the 3 Ordinary Resolutions in relation to directors' honorariums and expenses contained in this Notice.
8. General business and questions.

Dated: 30 August 2024

By direction of the Board



Ashley Menzies

Chief Executive Officer

Important Notice regarding Notices of Annual General Meeting and Annual Reports

Members who previously requested a hard copy of the Notice of Meeting or directors' report, financial statements and auditor's report will receive them in the form requested. Members can also access the notice and reports at www.moamarsl.com.au

Important Note regarding Questions for the Annual General Meeting

Members with questions on the Annual Report or accounts are asked to submit those questions in writing to the Chief Executive Officer 7 days before the meeting. Members are entitled to ask questions at the Annual General Meeting without giving this notice. However, if you do not submit questions in writing 7 days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.

Notes on Resolutions and Voting at the Annual General Meeting

1. Below are 1 Special and 3 Ordinary Resolutions which will be considered at the Annual General Meeting.
2. Life members, financial RSL members and financial Associate members shall be eligible to attend and vote on the resolutions.
3. The Special Resolution will be passed if at least 75% of the votes cast on the resolution by eligible members present at the meeting are cast in favour of the resolution.
4. Each Ordinary Resolution will be passed if at least a majority (ie. 50% plus 1) of the votes cast on the resolution by eligible members present at the meeting are cast in favour of the resolution.
5. Under the Registered Clubs Act:
 - (a) proxy voting is prohibited; and
 - (b) employees cannot vote.
6. Notes on the resolutions follow each Resolution.
7. The Board recommends the Resolutions to members.

NOTICE OF SPECIAL RESOLUTION

NOTICE is hereby given that during the Annual General Meeting the members will be asked to consider and if thought fit pass the following Special Resolution:

SPECIAL RESOLUTION

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

That the Articles of Association of Echuca-Moama RSL & Citizens Club Limited be amended by:

- (a) **inserting** from the following new Articles 2(i) and (j)
- (i) *Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to:*
 - (i) *implement house polices for the responsible service of liquor and the responsible conduct of gambling; and*
 - (ii) *include in those polices measures to assist in the harm minimisation objects; and*
 - (iii) *take steps to enforce those policies.*
 - (j) *Without limiting the generality of Article 2(i), the Board may include in the polices, provisions allowing the Club to remove anyone (including members) from the premises of the Club or prevent anyone (including members) from entering the premises of the Club.*
- (b) **deleting** from Article 18(b) the words *other than those persons admitted to Honorary membership pursuant to Article 21(b)(iii)*
- (c) **deleting** Article 32A and inserting the following new Article:
- Notwithstanding any other provision of this Constitution, the Board may determine that voting in the election of the Board be conducted by electronic means. If the election of the Board is to be conducted electronically, members will only be able to vote by attending the Club's premises and using a designated computer or other electronic device at the Club.*

Notes to Members on Special Resolution

1. The Special Resolution proposes three amendments to the Club Articles of Association.
2. First, The proposed amendments include harm minimisation measures and includes a new rule to refer to the Club's responsible service of alcohol and responsible conduct of gambling polices.
3. The amendments allow the Club to take appropriate steps to address concerns in relation to responsible service of alcohol and responsible conduct of gambling.
4. The Club takes its responsibilities to its members and the community seriously, and the amendments provide another option for the Club to take positive steps to minimise harm in appropriate circumstances.
5. Second, the Special Resolution will update the Articles to confirm all persons attending the premises as temporary members complete an entry in the temporary member's register.
6. Third, the Special Resolution will update rules in relation to voting, to provide that if there is a contested election, and the Club permits electronic voting, members will only be able to vote on a device at the Club and not on their own device.

NOTICE OF ORDINARY RESOLUTIONS

NOTICE is hereby given that during the Annual General Meeting the members will be asked to consider and if thought fit pass the following resolutions which are proposed as Ordinary Resolutions:

FIRST ORDINARY RESOLUTION

[The First Ordinary Resolution is to be read in conjunction with the notes to members set out below.]

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 in the sum of \$12,000 plus the compulsory superannuation guarantee levy in respect of his services as President of the Club until the Annual General Meeting of the Club in the year 2025.

Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution, if passed, will authorise the payment of an honorarium to the President of the Club for his services over the next 12 months in the sum of \$12,000 plus the compulsory superannuation guarantee levy.
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SECOND ORDINARY RESOLUTION

[The Second Ordinary Resolution is to be read in conjunction with the notes to members set out below.]

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 apart from the President in the sum of \$5,000 plus the compulsory superannuation guarantee levy in respect of each Director's services on the Board of Directors of the Club until the Annual General Meeting of the Club in the year 2025.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution, if passed, will authorise the payment of an honorarium to each director of the Club for their services in the sum of \$5,000 each.

THIRD ORDINARY RESOLUTION

[The Third Ordinary Resolution is to be read in conjunction with the notes to members set out below.]

That pursuant to Section 10(6) and (6A) of the Registered Clubs Act the members hereby approve the following benefits to directors until the Annual General Meeting of the Club in the year 2025:

- (a) the reasonable costs of directors and their spouses attending the Annual General Meeting of ClubsNSW;
- (b) the reasonable costs of directors attending meetings of associations of which the Club is a member provided such attendance by directors is approved by a current resolution of the Board of the Club;
- (c) the reasonable costs of directors attending seminars, trade displays, organised study tours, fact finding tours and other similar events provided the same are beneficial to the Club or contribute to the professional development and education of directors and such attendance is approved by a current resolution of the Board of the Club;
- (d) the reasonable costs of directors attending other clubs for the purpose of observing their facilities and methods of operation provided such attendance is approved by a current resolution of the Board of the Club;
- (e) the reasonable costs of directors attending with their spouses at functions to represent the Club provided such attendance is approved by a current resolution of the Board;
- (f) the provision of a meal and refreshment at reasonable cost to the Club for each director either before or after a Board or Committee meeting when that meeting occurs at a normal meal time;
- (g) the provision at reasonable cost to the Club of a blazer and associated apparel for each director for use when representing the Club;
- (h) the provision of a meal and refreshment at reasonable cost to the Club for each Director whilst on duty during a normal mealtime;
- (i) the provision of an annual dinner at reasonable cost to the Club for each Director and their spouse to attend during the year in recognition of their services to the Club;
- (j) the reasonable cost of an electronic device (such as a laptop, iPad or other similar device) and internet access (if required) made available to the directors of the Club;

PROVIDED HOWEVER, that the total cost to the Club of the benefits in paragraphs (a) to (j) above does not exceed \$50,000 inclusive of any fringe benefits or other tax.

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 or as indicated are spouses of directors.

Notes to Members on Third Ordinary Resolution

1. The Third Ordinary Resolution, if passed, will authorise the Club paying for various expenses for directors to attend meetings of ClubsNSW and associations of which the Club is a member, seminars and trade shows, attend at functions to represent the Club, the provision of a meal and a refreshment for each director attending a meeting when that meeting occurs at a normal meal time and various other expenses as set out in the resolution. The maximum amount which can be spent pursuant to this resolution is \$50,000. This amount is the same as the amount approved by members last year.

Dated: 30 August 2024

By direction of the Board



Ashley Menzies

Chief Executive Officer