

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of WALLSEND RSL & COMMUNITY CLUB LIMITED (ACN 000 958 136) (Trading as Wallsend Diggers) will be held at Wallsend Diggers Events Quarter, 5 Tyrrell St, Wallsend NSW 2287 at 9.30AM WEDNESDAY 30<sup>TH</sup> OCTOBER 2024

## *PROCEDURAL MATTERS*

To be passed, a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.

A Special Resolution should be read in conjunction with the notes to members.

Under the Registered Clubs Act:

- (a) Members who are employees of the Club are not entitled to vote; and
- (b) Proxy voting is prohibited.

Amendments to the Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.

The Board of the Club recommends the Special Resolutions to members.

To be passed the Ordinary Resolutions shall be decided by a simple majority of votes from those members being eligible to do so vote in person on the Ordinary Resolution at the meeting.

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## *Business*

### *Item 1 Ordinary Resolution 1*

To confirm the minutes of the Annual General Meeting held Wednesday 25<sup>th</sup> October 2023

### *Item 2 Ordinary Resolution 2*

To receive and consider the Report of the Board.

### *Item 3 Ordinary Resolution 3*

To receive and consider the financial statements of the company and the report of the auditor for the year ended 31<sup>st</sup> May 2024.

### *Item 4 Ordinary Resolution 4*

To Announce the results of the Election of Directors

### *Item 5 Ordinary Resolution 5*

To consider and if thought fit to pass a resolution to the following effect: -

The Club approve the Board of Directors approving the reasonable costs and/or expenses of those members who are elected on the Board of Directors of the Club for the following purposes: -

A meal and refreshments at the conclusion of the regular monthly Board meetings and Special Board meetings.

For Directors and their partners to be provided with a meal and refreshments at a date each year that is suitable and the Board may at their discretion invite the Subbranch Trustees and other dignitaries.

For Directors attending functions whilst representing the Club with partners where appropriate

For Directors for travel expenses incurred for the purposes of attending to Club Business as deemed appropriate.

For Directors be provided with a Club uniform at no cost to them.

For the payment of the premium for Directors and Officers Insurance

For Directors to be provided with an Electronic Tablet or similar product and internet/e-mail access at their own residence and that the Club meet the purchase cost and ongoing costs in relation to the Electronic Tablet and internet/e-mail access.

Directors and partners as deemed appropriate by the Board, be entitled to attend intrastate, interstate or overseas conferences for the purpose of gaining knowledge to assist in the future operation of the Club, with all reasonable expenses met by the Club.

For the President to be provided with a mobile telephone and that the Club meet the purchase cost and cost of all calls for this phone.

Directors be given a hamper to a value not exceeding \$2000.00 (such amount to be reviewed annually in line with inflation) in recognition of services as a director rendered throughout the year.

For Directors and their partners:

- (i) Attending presentations to members or other persons acknowledging services deemed by the Directors to be of benefit to the Club and/or the community.
- (ii) Attending functions, promotions, dinners, events, or official functions whilst representing the Club in its corporate capacity pursuant to any sponsorship arrangement or other similar arrangement.

Entertaining industry representatives and other invited guests by Directors

*The Club conducts its business in the commercial world. From time to time, because of the Club engaging in corporate sponsorships, or ancillary to the Club's commercial dealings with trade suppliers and service providers, the Club may become entitled to benefits. The benefits may take the form of invitations to functions, events, sporting matches, dinners, or other forms of benefits. The members acknowledge that it is not appropriate in every case to make the benefits available equally to all members. Accordingly, the members acknowledge that the Club and/or Directors or the Board and/or Directors may receive benefits, which are not offered equally to all members.*

***Item 6 Ordinary Resolution 6***

To consider and if thought fit to pass a resolution to the following effect: -

The Club approve the lease of 12 Charles Street as \$320 per week and 14 Charles Street as \$320 per week. Both properties, although leased, are utilised by the Club for storage of club equipment from time to time

***Item 7 Special Resolution 1***

*That Pursuant to the Registered Clubs Act 1976, as amended, the Members are to consider the following resolution and if appropriate to pass, with or without amendment the following resolutions as special resolution: -*

That the Constitution of Wallsend RSL and Community Club Limited ACN 000 958 136 be amended as follows: –

1. By Deleting Clause 28.5 Notice of the Annual General Meeting must be advertised in a newspaper circulating in the Wallsend district and be placed on the Notice Board not less than forty nine (49) clear days prior to the date fixed for that meeting. The Notice must specify the date, place and time of the meeting and must call for nominations for Directors.
2. By Inserting a new Clause 28.5 Notice of the Annual General Meeting may be given by distributing a notice of, or information about, a meeting or election of the registered club, governing body or committee by electronic means to the address provided by the member, not less than forty-nine (49) clear days prior to the date fixed for that meeting.

The Notice must specify the date, place and time of the meeting and must call for nominations for Directors. Notice of the meeting is deemed to have been received three (3) days after posting electronically or on the business day after having been mailed by electronic means.

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**Item 8 Other Business on Notice**

To deal with any other business of which due notice has been given.

**Item 9 Other Business without Notice**

To deal with any other business that the meeting may approve, of which due notice has not been given, other than any alterations to the Club's Constitution.

**By order of the Board of Directors of Wallsend RSL & Community Club Ltd.**

**John Hume ACCM**

**Chief Executive Officer**

**Dated at Wallsend on the 1<sup>st</sup> August 2024**