



NOTICE OF ANNUAL GENERAL MEETING

WINDSOR RSL CLUB LTD

ACN 000 811 290

NOTICE IS GIVEN that the Annual General Meeting of Windsor RSL Club Ltd ACN 000 811 290 (**Windsor RSL** or **Club**) will be held at:

Location: Windsor RSL Club, 36 Argyle Street South Windsor, NSW 2756

Date: Sunday 25 August 2024

Time: 1pm

BUSINESS

Due notice is hereby given on the Business of the Meeting:

1. Attendance and Apologies.
2. To receive and consider the minutes of Annual General Meeting held 27 August 2023.
3. To receive and consider the Chairman's Report.
4. To receive and consider the Financial Report, the Director's Report & the Auditor's Report for the Financial year ended 31 March 2024 (*).
5. To consider and if thought fit, approve each of the Ordinary Resolutions listed below under the heading 'Ordinary Resolutions'.
6. To consider and if thought fit, approve each of the Special Resolutions listed below under the heading 'Special Resolutions'.
7. To conduct and declare triennial elections for Board Positions.
8. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months before the Annual General Meeting (if any has been received).
9. General Business

(* *These reports are available on the Club's website (www.windsorrsl.com.au) and are also available from the Club on request.*

Note: Detailed questions from members on financial accounting items, must be received in writing by the Company Secretary a minimum of 14 days prior to the date of the Meeting.



The Home of the Hawkesbury

ORDINARY RESOLUTIONS

Ordinary Resolution No 1:

That pursuant to the Registered Clubs Act 1976 (NSW):

1. The members hereby approve and agree to reasonable expenditure by the Club for the following expenditure and benefits for Directors until the next Annual General Meeting of the Club:
 - a. Reasonable meal and refreshments associated with each Board meeting of the Club;
 - b. The provision of appropriate apparel for the use of Club Directors when representing the Club;
 - c. The reasonable cost of Directors attending industry meetings, seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
 - d. The reasonable cost of the Directors and their partners attending an annual dinner;
 - e. The reasonable cost of Director's attending functions whilst representing the Club, and the reasonable cost of their partners attending with them where appropriate, as approved by the Board.
2. The members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only to those who are Directors of the Club and those members directly involved in the above activities.

Ordinary Resolution No 2:

That pursuant to the *Registered Clubs Act 1976* (NSW):

1. The members hereby approve the reasonable cost of Directors and their partners attending Industry meetings and conferences such as, or similar to, ClubsNSW Conferences and RSL and Services Clubs Association Conferences.
2. The members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only to those who are Directors of the Club and those members directly involved in the above activities.

Ordinary Resolution No 3:

That pursuant to the *Registered Clubs Act 1976* (NSW) the members hereby approve and agree to an honorarium of:

1. \$12,000 per annum be paid to the President (1 person);
2. \$6,000 per annum be paid to the Vice President (1 person); and
3. \$3,500 per annum be paid to each other Director (5 persons),

plus any applicable superannuation, until the next Annual General Meeting, with such amounts to be paid in equal monthly instalments in arrears for each month the person holds such office, provided that if any person serves in office for any period of less than a calendar month, then the payment for that month will be prorated on a daily basis.

General Notes regarding Ordinary Resolutions

1. Pursuant to the *Registered Clubs Act 1976 (NSW) (Registered Clubs Act)*, honoraria and other benefits made available to the Board and other members, which are not equally available to all full members of the Club, must first be duly approved at this Annual General Meeting.
2. Pursuant to the Registered Clubs Act, the members would hereby approve for the next year until the 2025 AGM, the above Ordinary Resolutions to cover expenses and benefits relating to Directors and others deriving directly or indirectly any profit, benefit or advantage not equally offered to every full member.
3. The members acknowledge that the benefits in Ordinary Resolutions 1, 2, and 3 above are not available to members generally, but only to those members who are elected to the Board, or those members directly involved in the specified activities.
4. To be passed each Ordinary Resolution must receive votes from a simple majority (50% + 1) of those members eligible and voting who, being eligible to do so, vote on each Ordinary Resolution.
5. Financial RSL members, Club members, Golfing members, and Life members are entitled to vote on each Ordinary Resolution.
6. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote. Proxy voting is prohibited by the Registered Clubs Act.

SPECIAL RESOLUTIONS

Special Resolution No 1:

That member Gary Chapman, Membership no. 4958 who has been nominated for Life Membership in accordance with Rule 28 of the Club's Constitution, this nomination has been approved by the Board of Directors and is submitted for approval by members.

Special Resolution No 2:

That member Peter Mitchell, Membership no. 3123, has been nominated for Life Membership in accordance with Rule 28 of the Club's Constitution, this nomination has been approved by the Board of Directors and is submitted for approval by members.

General Notes regarding Special Resolution – Life Membership Nomination

1. A person may, in recognition of their outstanding service to the Club, be elected to Life membership of the Club at an Annual General Meeting in accordance with Rule 28 of the Constitution of Windsor RSL Club Ltd.
2. In order for a person to be elected as a Life member of the Club:
 - (a) the person must have been an Ordinary member of the Club for a continuous period of at least 10 years;
 - (b) the person must be nominated and seconded for Life membership by 2 financial members (excluding Junior members) of the Club;
 - (c) the nomination must be approved by the Board, and the Board shall refer the nomination to the next Annual General Meeting of the Club; and
 - (d) the nomination must be approved by a resolution of at least a 75% majority of these members present and voting on the resolution at that Annual General Meeting.
3. Each Life member shall be relieved of any obligation or liability to pay an entrance fee or annual subscription and will otherwise have the rights and obligations of the class of Ordinary membership to which the person belonged prior to their election to life membership.
4. Financial RSL members, Club members, Golfing members, and Life members are entitled to vote on the resolution to elect to Life membership of the Club.
5. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote. Proxy voting is prohibited by the Registered Clubs Act.

BY ORDER OF THE BOARD

Chris Whiteley

Secretary and Chief Executive Officer

Dated: 29th July 2024