



ECHUCA-MOAMA RSL  
& CITIZENS CLUB LIMITED  
TRADING AS MOAMA RSL  
ACN 003 684 624

## 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 30th November 2020** commencing at the hour of **7pm** 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 11 November 2019.
3. To receive and consider the Report of the Board of Directors for the year ended 30 June 2020.
4. To receive and consider the Financial Report and Auditor's Report for the year ended 30 June 2020.
5. To declare the results of the election of 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 contained 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:** 31 August 2020

By direction of the Board

**Ashley Menzies**

Chief Executive Officer

## **Important Notice Regarding Annual Report**

1. Members who previously requested a hard copy of the directors' report, financial statements and auditor's report will receive them in the form requested.
2. Members can also access the reports at [www.moamarsl.com.au](http://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 Resolution 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 the Special Resolution and each Ordinary Resolution.
7. The Board recommends the Special Resolution and Ordinary 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) **deleting** from Article 28 the words "Articles 28" and in their place inserting "Subject to Articles 28A, 29, 29A and 29B."

(b) **inserting** the following new Article 29

*(a) A member who has been suspended from membership by the Board following the determination of a disciplinary charge in accordance with Article 13 shall not be eligible to stand for, be elected to, or be appointed to the Board for a period of 5 years from when the suspension ceased.*

*(b) A member who has been expelled from membership by the Board following the determination of a disciplinary charge in accordance with Article 13, and who is subsequently readmitted to membership, shall not be eligible to stand for, be elected to, or be appointed to the Board until they have been readmitted as a member for a period of at least 5 continuous years.*

## **Notes to Members on the Special Resolution**

1. The Special Resolution proposes to amend the Club's Constitution in relation to the eligibility requirements for being a director.
2. If the Special Resolution is passed:
  - (a) A member who is suspended by the Board after a disciplinary charge will not be eligible to be a director until 5 years has passed since the conclusion of the suspension; and
  - (b) A member who is expelled and then readmitted to membership will not be eligible to be a director until 5 years has passed since their readmission to membership.

# 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 \$10,000 in respect of his services as President of the Club until the Annual General Meeting of the Club in the year 2021.

## **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 \$10,000. This amount is the same as the amount approved by members last year.

## **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 in the sum of \$4,000 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 2021.

## **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 \$4,000 each. This amount is the same as the amount approved by members last year.

## **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(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 2021:

- (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 suit 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.

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:** 31 August 2020

By direction of the Board



**Ashley Menzies**

Chief Executive Officer