

NOTICE OF ANNUAL GENERAL MEETING

Penshurst RSL Club Limited

Notice is hereby given that the Annual General Meeting of Penshurst RSL Club Limited will be held in the Club's Auditorium at the premises of the Club, 58A Penshurst Street, Penshurst, New South Wales on Sunday 25 May 2025, commencing at 10:00am.

AGENDA

1. Apologies
2. To receive and consider the Minutes of the Annual General Meeting held on 26th May 2024. Business Arising.
3. To Receive and Consider the:
 - a. Financial Report;
 - b. Directors' Report; and
 - c. Auditor's Report,for the year ended 31st December 2024*.

***Please Note:** Members are asked to respectfully submit any questions they may have, in writing at least seven (7) days in advance of the meeting to the Chief Executive Officer, so informed responses can be provided at the meeting.

4. To consider and, if thought fit, pass the Three Ordinary Resolutions (set out below) conferring of benefits on Directors and specific members of the Club.
5. To consider and, if thought fit, pass a Life Member Resolution (set out below) conferring Life Membership of the Club on a member of the Club.
6. General Business: To transact any business of which due notice has been given.

First Ordinary Resolution:

That pursuant to Section 10(6A)(b) of the Registered Clubs' Act 1976, the members hereby approve and agree to the Board and the other persons referred to below, during the period preceding the 2026 Annual General Meeting, receiving the following benefits outlined in sub-paragraphs (i) to (iv) and the members further acknowledge that the benefits are not available to members generally but only to those members of the Club specified in this Ordinary Resolution:

- (i) the reasonable cost of a meal and beverage for each Director immediately after a Board or Committee Meeting on the day of that meeting.*
- (ii) the reasonable cost of a meal and beverage for each Director, whenever each Director is performing a duty at the Club.*

- (iii) *the reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors, such activities and expense being approved by the Board before payment is made, on the production of receipts, invoices, or other proper documentary evidence of such expenditure.*
- (iv) *the reasonable cost of a Board Christmas Lunch attended by the Directors and their partners and senior management and their partners.*
- (v) *the reasonable cost of providing each Director a half ham prior to Christmas.*
- (vi) *the cost of providing each Director with up to fifty (50) drink vouchers per annum to be redeemed at their discretion.*
- (vii) *the provision of two (2) reserved car spaces as follows:*
 - a. *one (1) for a Director;*
 - b. *one (1) for the Sub Branch Secretary.*
- (viii) *the cost associated with management issuing drink vouchers to those members who carry out volunteer work within the Club.*
- (ix) *the reasonable expense in the provision of free refreshments to members who have attended the Annual General Meeting at the conclusion of the Annual General Meeting for a period not exceeding two (2) hours as determined by the Chairman or his nominated representative.*
- (x) *the reasonable cost of Club apparel being provided to directors as required.*
- (xi) *the reasonable cost of an electronic device being provided to directors (for example laptop or iPad).*

Second Ordinary Resolution:

That pursuant to Section 10(6A)(b) of the Registered Clubs' Act 1976, the members hereby approve and agree to the expenditure by the Club of a sum not exceeding \$20,000 during the period preceding the 2026 Annual General Meeting, for the professional development and education of Directors as follows:

- (i) *the reasonable cost of a delegation of Directors attending the ClubsNSW Annual General Meeting.*

- (ii) *the reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.*
- (iii) *the reasonable cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and method of operation providing such attendances are approved by the Board as being necessary for the betterment of the Club.*

The members acknowledge that the benefits conferred in this Second Ordinary Resolution are not available to members generally but only to those members of the Club specified in this Second Ordinary Resolution.

Third Ordinary Resolution:

That pursuant to Section 10(6)(b) of the Registered Clubs' Act 1976, the members hereby approve and agree to confer the following sums of honoraria on the Directors specified in respect of their services as a member of the Board:

- *President – sum of \$1,875 per quarter*
- *Vice-President – sum of \$1,625 per quarter*
- *Each Ordinary Director – sum of \$1,375 per quarter*

The members acknowledge that the benefits conferred in this Third Ordinary Resolution are not available to members generally but only to those members of the Club specified in this Third Ordinary Resolution.

Life Member Resolution:

That in accordance with Rule 11.10 of the Club's Constitution, Mr Denis Kimble Thompson, RSL Member (number: 4), having been a member of the Club for (21) years, being a member of good standing and having rendered long and meritorious service to the Club during that period, be elected to Life Membership of the Club.

Explanatory Message to Members regarding the Ordinary Resolutions

Section 10(1)(i) and (j) of the *Registered Clubs Act 1976* prohibits the Club from offering a benefit or advantage to any member unless it is offered equally to all members of the Club.

Section 10(6) provides an exception to section 10(1)(i) and (j) where the benefit comprises an honorarium conferred on Directors of the Club.

Section 10(6A)(b) of the *Registered Clubs Act 1976* allows a member to receive a benefit if the benefit conferred is not in the form of money (ie is in the form of meals, drinks, car parking spaces etc.) and those benefits are approved by an ordinary resolution of the members of the Club in general meeting prior to the benefit being provided.

The First Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6A)(b) of the *Registered Clubs Act 1976*, reasonable expenditure by the Club in relation to the conferral of non-monetary benefits on Directors and specific members as specified in the resolution.

The Second Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6A)(b) of the *Registered Clubs Act 1976* non-monetary benefits including the reasonable expenditure by the Club for the Directors to attend seminars, lectures, trade displays, and other similar events, including the registered club industry's peak industry association (Clubs NSW) Annual General Meeting, and to visit other clubs, to enable the Club's Board to keep abreast of current trends and developments which have a significant bearing on the nature and the way in which the Club conducts its business.

The Third Ordinary Resolution is to have the members in general meeting approve, in accordance with section 10(6)(b) of the *Registered Clubs Act 1976*, the conferral of an amount of money (ie honorarium) on the President and Vice President of the Board in recognition of their services as members of the Board.

Explanatory Message to Members regarding the Life Member Resolution

In December 2024, Mr Garry Johnson (Member No: 7924) proposed and Mr Colin McDonald (Member No: 2565) seconded, a written nomination for Mr Thompson to be elected as a Life Member of the club. The written nomination was then presented to the Board of the Club.

The Board (excluding Mr Thompson) considered the nomination at a Board Meeting conducted in December 2024 and resolved to accept the recommendation and to put the Life Member Resolution set out above, to the members for consideration at the Annual General Meeting of the Club in May 2025.

By way of background, the nominee for Life Membership, Mr Denis Kimble Thompson, joined the Club as an RSL Member on 11 March 2004. Mr Thompson has been a continuous member of the Club for (21) years. Mr Thompson has also served on the Board of Directors of the Club for (9) years including (7) years as Vice President.

The written nomination of Mr Thompson stated:

For the past 15 or so years this Club has been managed by the Board of Directors and Senior Management admirably which has taken it from being in a perilous position financially and organisationally to where the Club is now in a very strong position moving forward. Board members and Management during that time ALL are deserving of praise for their commitment.

The Constitution only allows one member each financial year to be nominated as a candidate for Life Membership and I believe Kim, a long-term member of the Board and in the position of Vice President is overdue for such recognition.

The nomination is in recognition of the contribution Mr Thompson has made to the Club over the years.

The Board commends the Life Member Resolution to the members.

General Notes to Members

1. All Life Members, and financial RSL Members and Associate Members (except employees of the Club) are entitled to vote on the Ordinary Resolutions and the Life Member Resolution.
2. To be passed, each Ordinary Resolution must receive votes in its favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.
3. To be passed, the Life Member Resolution must receive votes in its favour from at least two-thirds (67%) of those members who being eligible to do so, vote in person at the meeting.
4. As a result of the provisions of the Corporations Act 2001, the Ordinary Resolutions and the Life Member Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
5. Members should read the Explanatory Message to Members following the Ordinary Resolutions and Life Member Resolution which explains the nature and effect of each Ordinary Resolution and the Life Member Resolution.
6. Please direct any question or concerns about the Ordinary Resolutions or the Life Member Resolution to the Chief Executive Officer of the Club, if possible before the meeting.
7. Members of the Club, who are employees of the Club, cannot vote on the Ordinary Resolutions or the Life Member Resolution.
8. Members are asked to respectfully submit any questions they may have regarding the Financial Report, Directors Report and the Auditor's Report, in writing at least seven (7) days in advance of the meeting to the Chief Executive Officer, so informed responses can be provided at the meeting.

9. Proxy Votes are not allowed under the Registered Clubs Act 1972.

By order of the Board

Chris Hendley
Chief Executive Officer