



## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Oatley RSL & Community Club Limited (ABN 21 129 788 692) will be held at the Club premises, 23 Letitia Street, Oatley on **Sunday 10<sup>th</sup> May 2026 at 3:30pm.**

### **BUSINESS**

1. Apologies.
2. To confirm the minutes of the Annual General Meeting held on Sunday 4<sup>th</sup> May 2025
3. To receive and consider the President's Report, Directors Report, Financial Report and Auditor's Report.

Note If members have questions on the Financial Report, which will be available 16<sup>th</sup> April 2026 on the Website and by request at the Club Reception or via email, they are respectfully requested to submit them to the Chief Executive Officer at least seven (7) days before the Annual General Meeting so that, if necessary, the matter can be appropriately researched before the Annual General Meeting.

4. To declare the results of the election of Directors.

Note Nominations for the Board of Directors will open Monday 6<sup>th</sup> April 2026 and close Sunday 19<sup>th</sup> April 2026. Details will be posted on the Club Notice Board in the Club Foyer.

5. To consider and, if thought fit, pass the Ordinary Resolutions set out below.
6. To consider and, if thought fit, pass the Special Resolutions set out below.
7. To transact any other business which may be transacted pursuant to the Club's Constitution.
8. Suggestions for incoming Board.

### **ORDINARY RESOLUTIONS**

#### **FIRST ORDINARY RESOLUTION**

Pursuant to the Registered Clubs Act,

- (a) "That the members hereby approve expenditure by the Club in a sum not exceeding \$25,000 for the professional development and education of Directors, during the twelve months period preceding the 2027 Annual General Meeting, including;
  - (i) Reasonable cost of Directors attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
  - (ii) Reasonable cost of Directors attending other Clubs for the purpose of observing facilities and methods of operation;
  - (iii) Reasonable cost of Directors attending meetings and seminars of ClubsNSW, and other Associations of which the Club is a member;
  - (iv) Attendance at functions with partners where appropriate and required, to represent the Club;
- (b) The members acknowledge that the benefits in (a) above are not available to Members generally, but only for those who are Directors of the Club and those members directly involved in the above activities.

#### **SECOND ORDINARY RESOLUTION**

Pursuant to the Registered Clubs Act,

- (a) "That the members hereby approve expenditure by the Club in a sum not exceeding \$25,000 for the following purposes, during the twelve months period preceding the 2027 Annual General Meeting, subject to approval of the Board of Directors;

- (i) Sponsorship of Intra-Clubs; youth development in the district; hospitality to community leaders; presentations to Members or other persons acknowledging service deemed by the Directors to be of benefit to the Club;
  - (ii) Sponsorship of sporting events and charity days deemed by the Directors to be of benefit to the Club and/or the community;
  - (iii) The cost of a meal and beverage for each Director at a reasonable time before or after a Board or committee meeting, on the day of that meeting;
  - (iv) Reasonable expenses incurred by Directors in travelling to and from Directors Meetings or other duly constituted meetings, either within the Club or elsewhere, as approved by the Board on the production of documentary evidence of such expenditure;
  - (v) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties, including entertainment of special guests of the Club and other promotional activities, approved by the Board on production of documentary evidence of such expenditure;
  - (vi) Reasonable cost of Directors attending a Christmas Party;
  - (vii) Provision to Directors of a Club jacket and associated apparel for use at special functions and engagements when representing the Club;
  - (viii) Reasonable cost associated with ANZAC Day functions and other commemorative days held during the year, which is in keeping with objects of the RSL;
- (b) The members acknowledge that the benefits in (a) above are not available to Members generally, but only for those who are Directors of the Club and those directly involved in the above activities.

### **THIRD ORDINARY RESOLUTION**

The members hereby approve:

- (a) the payment of the following honorariums for directors for services as directors until the Annual General Meeting in 2027:
- (1) President – \$5,000; and
  - (2) Vice President – \$4,000; and
  - (3) Treasurer – \$4,000; and
  - (4) Ordinary Director – \$3,000.
- (b) Such honorarium is to be paid quarterly or such other instalments as the Club and the Directors may agree from time to time. If a director only holds office for part of the term, the honorarium shall be paid on a pro rata basis.

### **EXPLANATORY NOTES TO MEMBERS**

#### **FIRST ORDINARY RESOLUTION**

The purpose of the First Ordinary Resolution is to meet the disclosure requirements of the Corporations Act and Registered Clubs Act. It relates to expenditure by the Club for the professional development and education of Directors as well as ensuring that Directors keep up to date with current Club industry development and that the Club is represented by selected Directors at the various meetings of Associations of which the Club is a member. Adoption by members will confirm and set an upper limit on the amount to be expended.

#### **SECOND ORDINARY RESOLUTION**

The purpose of the Second Ordinary Resolution is again to meet the disclosure requirements of the Corporations Act and Registered Clubs Act. It relates to expenditure shown in the Club's Annual Accounts under various headings and approved by the members when the annual accounts are adopted. Adoption by members will confirm and set an upper limit on the amount to be expended.

#### **THIRD ORDINARY RESOLUTION**

The purpose of the Third Ordinary Resolution is to have members approve an honorarium for directors of the Club for duties performed by those directors until the next Annual General Meeting.

The honorarium will be paid on a pro rata basis which means that if a director only holds office for part of the year, the director will only receive part of the honorarium. The amounts have been reviewed and benchmarked against similar clubs.

### **PROCEDURAL MATTERS FOR ORDINARY RESOLUTIONS**

1. To be passed, an Ordinary Resolution must receive votes in its favour from a majority (50% + 1) of those members who, being eligible to do so, vote in person in the Ordinary Resolution at the meeting.
2. The Registered Clubs Act provides that:
  - (a) members who are employees of the Club are not entitled to vote; and
  - (b) proxy voting is prohibited.

## **SPECIAL RESOLUTION**

"That the Constitution of Oatley RSL & Community Club Limited be amended as follows:

1. In rule 50 (a), delete the word "Treasurer" and replace the words and numbers "four (4)" with the words and numbers "five (5)" as follows:

so that the rule will respectively read as follows:

Subject to Rule 50(b), the Board shall consist of seven (7) directors who shall comprise a President, Vice President, and five (5) Ordinary directors.

2. Amend 54 (v) to remove Treasurer

## **EXPLANATORY NOTES TO MEMBERS**

The purpose of the Special Resolution is to amend the constitution to remove the position of Treasurer from the club board

1. Currently, the Board consists of seven (7) directors comprising a President, Vice President, Treasurer and four (4) Ordinary directors.
2. The amended board of seven (7) directors would comprise a President, Vice President and five (5) Ordinary directors.
3. If the Special Resolution is passed, rule 50 will be amended and any reference in 54 (v) to the Treasurer being elected will be removed.
4. The reasons for the proposed change to rule 50 of the Constitution are as follows:
  - (a) Historical duties of a Treasurer are no longer requires as club employees took on the duties;
  - (b) Each Director has a Duty of care and Diligence: Directors must take their responsibilities seriously, be informed about the company's financial affairs, and act in a way a reasonable person would in their position. They should take a proactive approach in monitoring the company's affairs rather than relying solely on a Treasurer.
  - (c) This has been a is common practice in the Club Industry;
5. The Board considers the proposed replacement of rule 50 to be progressive.

## **PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS**

1. To be passed, a Special Resolution must receive votes in its favour of not less than three quarters (75%) of those members who, being eligible to do so, vote in person in the Special Resolution at the meeting.
2. The Registered Clubs Act provides that:
  - (c) members who are employees of the Club are not entitled to vote; and
  - (d) proxy voting is prohibited.

Dated 1st April 2026.  
David Brace  
Chief Executive Officer  
By the Direction of the Board.

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