



## Ourimbah- Lisarow RSL Club Ltd.

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### **NOTICE OF ANNUAL GENERAL MEETING**

Members are advised that the Annual General Meeting of the Ourimbah Lisarow RSL Club Limited ACN 000 904 594 will be held on the Company's premises at Pacific Highway, Ourimbah, at 7:00pm Wednesday, 19<sup>th</sup> April 2023. The doors will open at 6:30pm. The doors to the AGM will be closed at 7:00pm as late attendees are disruptive to the proceedings. Only financial Club members for the year 2023 are entitled to attend the meeting, and a current membership card must be produced to gain entry.

The 2022 annual report is available for downloading or viewing at [www.ourimbahrsl.com.au](http://www.ourimbahrsl.com.au). A printed copy of the report is also available from Reception at the Club or will be mailed to you upon request.

#### **AGENDA**

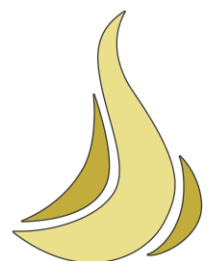
1. Confirmation of the Minutes of the 2022 Annual General Meeting
2. To receive and consider:
  - a. Directors Report
  - b. 2022 Financial Statements
  - c. Auditors report
3. To deal with any business of which due notice has been given
4. To consider and vote upon the attached ordinary resolutions
5. To consider and vote upon the attached special resolutions

N.B. Other general business may be discussed, but resolutions off the floor can only be made in the form of recommendations to the Board of Directors.

Questions of a financial nature should be submitted in writing to the CEO no later than 5pm Friday 14<sup>th</sup> April 2023, to allow any necessary detailed information to be compiled.

**By order of the Board of Directors**

**Durban Arnold**  
**Company Secretary & CEO**



## **ORDINARY RESOLUTIONS – A simple majority is required on the day**

To consider and if thought fit to pass, the Six Ordinary Resolutions:

### **First Resolution**

The members hereby approve a total honorarium for the President at an annual rate of \$8,340, payable in December – the service year commencing as from the date of this AGM.

### **Second Resolution**

That the members hereby approve a total honorarium for the Vice President at an annual rate of \$4,690 payable in December – the service year commencing as from the date of this AGM

### **Third Resolution**

That the members hereby approve a total honorarium for all Directors, other than President and Vice President, at an annual rate of \$3,500 per Director Payable in December – the service year commencing as from the date of this AGM

### **Fourth Resolution – Part-Year Service**

In the event of partial year service in the capacity of President, Vice President or Director, the honorarium be paid on the basis of daily pro rata from the date of the AGM to the date of cessation OR from the date of appointment if after an AGM in a capacity of a person filling a position as Casual Director to the calculated end of the term for that year. If any person as referred to in these motions ceases office after the honorariums are paid, then the Board has the absolute discretion whether to pursue the repayment of any overpaid honorarium

Explanation – at times, there could be an office holder who either starts mid-way through a term or resign office midway through a term and should only receive the honorarium for the period they served. There could be a position where a person no longer holds Office after the honorariums have been paid for a variety of reasons, and the Board may not seek repayment on the basis of compassionate grounds – for example – medically unfit, death etc.

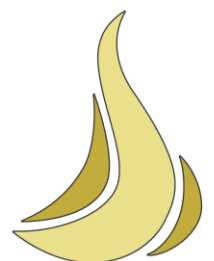
### **Fifth Resolution - Directors Support**

That pursuant to the Registered Clubs Act, the Members hereby approve and agree to the Members of the Board during the 12-month period following this Annual General meeting receiving the following benefits, the total costs of which are not to exceed \$25,000. The members approve the following Directors benefits, which are not available to other members, for the coming year, such benefits being consistent with the prior year:

- a) A reasonable meal and refreshments to be associated with each Board or Committee meeting of the Club on the day of the meeting:
- b) The provisions of blazers and associated apparel for the use of Club Directors when representing the Club
- c) The provision of 4 dedicated car parking spaces for the use of Directors on club land.
- d) The payment of reasonable expenses incurred by the Directors in relation to club-related business, to be approved by the Board on the production of relevant tax invoices
- e) The reasonable cost of Directors attending other Registered Clubs and similar venues for the purpose of viewing and assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- f) The reasonable cost of Directors and partners attending the Clubs NSW annual general meeting or similar organisations and activities associated therewith provided such attendances are approved by the Board as being necessary for the betterment of the Club
- g) The reasonable cost of Directors, partners and guests per Board discretion attending Board dinners, club entertainment and other similar events as may be determined by the Board from time to time.
- h) Expenses of Directors to attend zone meetings and other meetings, 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 as being beneficial to the Club.

### **Sixth Resolution**

Payment by the Club, of the premium, for Directors and Officers Liability Insurance that falls due within the year.



### **Seventh Resolution**

The members hereby approve and agree to the conferring of Life membership upon Mr Eugene Simpson: Member No. 27

## **SPECIAL RESOLUTIONS – A 75% majority is required on the day**

### **Special Resolution One**

Deleting Clause 61(d) of the Clubs Constitution

On and from the election of the Board in 2018, the Board shall elect from amongst themselves a President and Vice-President at the first Board meeting after their election

Adding Clause 61(d) to the Clubs Constitution

On and from the election of the Board in 2024, the Board shall comprise a President, Vice President and six (6) Directors. All Board positions, President, Vice President and six (6) Directors shall be elected by the members.

Proposer: Albert Tracey #400

Seconder: Barry Hyde #1862

### **EXPLANATORY NOTES REGARDING – Special Resolution One**

Currently, the President and Vice President positions are elected from among the eight (8) elected Directors by the Directors. This change will see the President and Vice President elected by the members eligible to vote.

## **GENERAL NOTES FOR MEMBERS**

- 1 Only Financial Members are entitled to vote on each Special Resolution.
- 2 Each Special Resolution must be considered as a whole and cannot be amended by motions from the floor.
- 3 Each Special Resolution will be passed if at least 75% of the members present and voting (being entitled to do so) vote in favour of the resolution.
- 4 All servants of the Club are prohibited from voting, and proxy voting is not permitted under the Registered Clubs Act.
- 5 A copy of the current Constitution and the proposed new Constitution referred to in Special Resolution One can be made available to members on request from the Club's office.
- 6 Members are requested to send any questions regarding the Special Resolutions to the Chief Executive Officer in writing at least five business days (5:00pm 12<sup>th</sup> April 2023) before the Annual General Meeting so that they can be addressed and brought to the attention of the meeting where appropriate.
- 7 Members wishing to attend must register with the Returning Officer at the Annual General Meeting to verify their eligibility and obtain voting papers (if any), and registration will open at 6.30pm on the day. Members are reminded to be in attendance in time to register before the meeting commences at 7pm.

