



NOTICE OF ANNUAL GENERAL MEETING

**LEO MCCARTHY MEMORIAL SMITHFIELD RSL SUB-BRANCH CLUB LTD
ACN 000 926 661**

Notice is hereby given that the Annual General Meeting of Leo McCarthy Memorial Smithfield RSL Sub-Branch Club Ltd (the Club) will be held on **Sunday 30th March 2025 at 10am** in the Club's Auditorium, Corner of Cumberland Highway & Neville Street, Smithfield, New South Wales.

BUSINESS

1. Apologies.
2. To Confirm the Minutes of the previous Annual General Meeting held on 24th March 2024.
3. To receive and consider the Financial Report for the year ended 31st December 2024, the Directors' Report for the year ended 31st December 2024 and the Auditor's Report on the Financial Report for the year ended 31st December 2024.
4. To consider and if thought fit pass the five (5) Ordinary Resolutions set out in this Notice.
5. To consider and if thought fit pass the Special Resolution to amend the Constitution of the Club set out in this Notice.
6. To deal with any other business of which due notice has been given to members.
7. To receive by way of general business recommendations and comments.

BUSINESS AND ANNUAL REPORTS

All Business to be dealt with at the Annual General Meeting must be handed to the Chief Executive Officer by the close of business two (2) months prior to the Annual General Meeting.

The Annual report containing the Reports referred to in Agenda Item 3 above will be published on the Club's website not less than 21 days before the Annual General Meeting.

MEMBERSHIP RENEWALS

Subscriptions for membership renewals for the year 2025 must have been paid by **1st January 2025**. If subscriptions were not paid by **31st January 2025** membership of defaulting members is automatically cancelled. If in doubt about your membership status, please contact the Club.

By direction of the Board

Shane Atkins
Chief Executive Officer

ORDINARY RESOLUTIONS

FIRST ORDINARY RESOLUTION

That the members hereby approve the payment of an honorarium for the President of the Club for the year 2025/2026 in the sum of \$13,320 (*Plus the superannuation Guarantee Levy of 11.5%*)

SECOND ORDINARY RESOLUTION

That the members hereby approve the payment of an honorarium for the Senior Vice President of the Club for the year 2025/2026 in the sum of \$10,140

THIRD ORDINARY RESOLUTION

That the members hereby approve the payment of an honorarium for the Vice President of the Club for the year 2025/2026 in the sum of \$7,990

FOURTH ORDINARY RESOLUTION

That the members hereby approve the payment of an honorarium for the ordinary directors of the Club for the year 2025/2026 in the sum of \$4,820

FIFTH ORDINARY RESOLUTION

That the members hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:

- (a) The provision of uniforms for directors.
- (b) The reasonable expenses incurred by directors travelling to or from meetings or functions (including taxi fares or cab charges) approved by the Board on production of documentary evidence of such expenditure.
- (c) The provision of designated car parking spaces for directors.
- (d) The provision of mobile phones and reasonable associated expenses for the President, and Senior Vice President.
- (e) The reasonable costs of directors (and their spouses/partners) and Club Patrons attending a Mid-Year Board Dinner and Christmas Board Dinner.
- (f) The reasonable costs of directors' spouses or partners, Club Patrons and special guests receiving gifts of appreciation at the Christmas Board Dinner.
- (g) The reasonable cost of a meal and beverage for each director before and after a Board or Committee meeting on the day of that meeting where such meeting coincides with a normal meal time.
- (h) The reasonable expenses incurred by directors either within the Club or elsewhere in relation to other duties including entertaining special guests or dignitaries of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
- (i) The provision of free reserved seating to shows, concerts or other events for directors and their spouses/partners as approved by the Board.
- (j) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
- (k) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by ClubsNSW, the Club Managers Association and such other conferences and trade shows, some of which may involve overseas travel as determined by the Board from time to time.
- (l) The reasonable cost of directors attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
- (m) The reasonable costs of directors (and their spouses/partners) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
- (n) The reasonable cost of providing a bar service in the boardroom of the Club which is available to directors whether or not incidental to their attendance at a Board meeting or other duties as directors.

Notes to Members on Ordinary Resolutions for Directors' Benefits

1. The First, Second, Third and Fourth Ordinary Resolutions are to approve honorariums for the President, Senior Vice President, Vice President and remaining members of the Board.
 2. The Registered Clubs Act entitles a member of the governing body or of any committee of the Club to receive an honorarium if it has been approved by a resolution passed at a general meeting.
 3. The Fifth Ordinary Resolution is to approve various items of expenditure relating to directors and in certain cases spouses/partners of directors, club patrons and special guests.
 4. Notwithstanding approval in the terms of the Fifth Ordinary Resolution by the members at the Annual General Meeting, the Registered Clubs Act still requires out of pocket expenses, reasonably incurred by directors in the course of carrying out their duties, to be also authorised by a current resolution of the Board.
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Procedural Matters for all Ordinary Resolutions

1. To be passed each ordinary resolution must receive votes from not less than a simple majority (50% + 1) of those members who being eligible to do so vote in person on the resolution at the meeting.
 2. Financial Service members, financial Associate members and Honorary Life members are all eligible to vote on each of the Resolutions.
 3. Under the Registered Clubs Act, members who are employees of the Club are not eligible to vote and proxy voting is prohibited.
 4. The Board of the Club recommends to members each of the five Ordinary Resolutions for Directors' benefits and the Ordinary Resolution for Life Membership.
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SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of The Leo McCarthy Memorial Smithfield R.S.L. Sub-Branch Club Limited, be amended by:

- (a) **deleting** subparagraph 1 of Rule 7(f)(i), which provides:

“any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club’s premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.”

and in its place **inserting** the following new subparagraph (1) of Rule 7(f)(i):

“any person who produces to the Club documentary evidence of their identity and ordinary place of residence in New South Wales (such as without limitation a driver’s licence) and who has not previously been expelled from membership of the Club or been refused membership of the Club, or been refused entry to, or been turned out of, the premises of the Club.”

- (b) **deleting** from Rule 7(f)(ii) the words and figures, “Rule 7(e)(3)” and in their place **inserting** the word and figures, “Rule 7(f)(3)”.
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Notes to Members on Special Resolution

1. Currently, the Club's Constitution makes reference to the minimum distance from the Club's premises prescribed by the *Registered Clubs Act* for the residential address for people wishing to enter the Club as temporary members. That minimum distance is 5 kilometres and is popularly known as the 5 kilometre rule.
2. Late last year, the New South Wales Parliament abolished the 5 kilometre rule by an amendment to the *Registered Clubs Act*.
3. Nevertheless, temporary membership is still available, but it can only be granted in accordance with the Rules of the Club for temporary membership.
4. The Special Resolution above sets out new Rules for temporary membership to replace those based on the 5 kilometre rule.
5. However, temporary membership, as currently provided in the Constitution, will also still be available for members of other registered clubs which have similar objects to those of the Club (effectively RSL and Services Clubs) and members of any other registered club attending the premises of the Club for the purpose of participating in an organised sport or competition and finally, any interstate or overseas visitor to the Club.
6. Because of the nature of the amendment made to the *Registered Clubs Act*, the window of opportunity to effect a change to the Constitution to eliminate the 5 kilometre rule exists only until the end of this year.
7. The Board of the Club asks members to vote in favour of the Special Resolution.

Procedural matters for Special Resolution

1. To be passed, the Special Resolution requires votes from not less than three-quarters of those members who, being eligible to do so, vote on the Special Resolution at the Annual General Meeting.
2. Under the current Constitution, only Service members are eligible to vote on the Special Resolution.
3. Under the *Registered Clubs Act*, members who are employees of the Club are not eligible to vote and proxy voting is prohibited.

Dated: 21st February 2025

By direction of the Board

Shane Atkins
Secretary CEO