



Notice of Annual General Meeting and Agenda

Notice is hereby given that the 58th Annual General Meeting of Mosman Returned Servicemen's Club Limited (ABN 15 000 613 785) will be held in the Club auditorium at 6:30pm **Wednesday 28 May 2025**.

BUSINESS

1. Establishment of Quorum (20) and apologies.
2. Confirmation of the Minutes of the 57th Annual General Meeting held on 22 May 2024.
3. Executive's report.
4. To receive and consider the Directors' report, financial statements and Auditor's report for the financial year ended 31st December 2024.
5. Declaration of the poll for the election of Office Bearer and Director.
6. To consider and if thought fit pass the Ordinary Resolutions contained in this Notice.
7. To consider and if thought fit pass the Special Resolution contained in this Notice.

NOMINATION AND ELECTION OF OFFICE BEARER AND DIRECTOR

This year, the positions to be elected are as follows:

President

Ordinary Director (one position)

Pursuant to rules 50 – 53 of the constitution Nominations open 24 April 2025 at 10:00 a.m. and close at 10:30 a.m. on 15 May 2025.

Nomination forms are available from the Club's reception.

If more than the required number of candidates nominate for election, voting will take place at the Club on the following days and times:

Friday	23 May 4:00pm to 7:00pm
Saturday	24 May 1:00pm to 4:00pm
Tuesday	27 May 4:00pm to 7:00pm

ANNUAL REPORTS

You can obtain a copy of the annual report from the Club's website www.mosmanclub.com.au/aboutus or by asking for a copy at the Club's reception or by phoning the Club's office on 9960 2888 from 30 April 2025.

IMPORTANT NOTE REGARDING QUESTIONS FOR THE ANNUAL GENERAL MEETING

Members with questions on the reports or accounts are asked to submit those questions in writing to the Chief Executive Officer seven (7) days before the meeting. If you do not submit questions in writing seven (7) days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.

PROCEDURAL MATTERS FOR ORDINARY RESOLUTIONS

1. Only Life members and financial Club and Special members are entitled to vote on Ordinary Resolutions.
2. To be passed, an Ordinary Resolution must receive votes in favour from a simple majority (50% +1) of those members who, being eligible to do so, vote in person on the Ordinary Resolution at the meeting.
3. Under the Registered Clubs Act members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. The Board recommends the Ordinary Resolutions to members.

FIRST ORDINARY RESOLUTION

- (a) That the members hereby approve the expenditure by the Club for the following:

(i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.

(ii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by ClubsNSW, and such other conferences and trade shows as determined by the Board from time to time.

- (iii) The reasonable cost of directors attending any other venue for the purpose of viewing and assessing its facilities as determined by the Board as necessary for the benefit of the Club.
- (iv) The reasonable cost of directors attending any club, community, or charity function as the representatives of the Club and authorised by the Board to do so.
- (v) The reasonable cost of entertaining special guests of the Club either within the Club or elsewhere as determined by the Board from time to time.
- (vi) The reasonable cost of meals and beverages for directors before or after a Board or Committee meeting on the day of that meeting when such a meeting coincides with a normal mealtime.
- (vii) The reimbursement of reasonable out-of-pocket expenses incurred by directors traveling to and from directors' meetings or other duly constituted meetings of any such committee of the Board.
- (viii) The reasonable costs of attending a Christmas party for staff and directors.

- (i) President - \$10,000.
- (ii) All other directors - \$5,000 each director.

- (b) Such honorariums to be paid by monthly or such other installments as the Club and the President or director may agree from time to time.

Notes to Members on Ordinary Resolutions

These notes are to be read in conjunction with the proposed Resolutions.

First Ordinary Resolution

The First Ordinary Resolution is to have the members in General Meeting approve reasonable expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses. Included in the resolution is the cost of directors attending functions as representatives of the Club and the costs of their spouses/partners also attending those functions.

Second Ordinary Resolution

The Second Ordinary Resolution is to have the members in General Meeting approve honorariums for the directors of the Club for duties to be performed by them until the next Annual General Meeting. The President's honorarium to be \$10,000.00 and the honorariums for all other directors to be \$5,000.00.

- (b) That the members hereby approve of the Club providing reserved car spots for directors.
- (c) The members acknowledge that the benefits in paragraphs (a) and (b) are not available for members generally but are only for those who are Directors of the Club.

SECOND ORDINARY RESOLUTION

- (a) That the members hereby approve the payment of the following honorariums to the directors of the Club for their services as directors of the Club until the Annual General Meeting in 2026:

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. Life members, financial Club members and financial Special members of the Club are entitled to vote on the Special Resolution.
2. To be passed, the Special Resolution must receive votes in favour from at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
3. Under the Registered Clubs Act members who are employees of the Club are not entitled to vote and proxy voting is prohibited
4. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
5. The Board recommends the Special Resolution to members.

- (i) *all the social privileges and advantages of the Club;*
- (ii) *attend and vote at Annual General Meetings and general meetings of the Club;*
- (iii) *nominate for and be elected to hold office on the Board;*
- (iv) *vote in the election of the Board;*
- (v) *vote on any special resolution to amend this Constitution;*
- (vi) *propose, second, or nominate any eligible member for any office of the Club;*
- (vii) *propose, second or nominate any eligible member for Life membership;*
- (viii) *introduce guests to the Club.*

SPECIAL RESOLUTION

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

That the Constitution of Mosman Returned Services Club Limited be amended by:

- (a) **renumbering** Rule 18(c) as 18(d) and **inserting** the following new Rule 18(c)

50 year members;

- (b) **inserting** the following new Rule 23A:

50 YEAR MEMBERS

- (a) *50 Year members shall be persons who have been Club members of the Club for 50 consecutive years, whereupon they are transferred to 50 Year membership*
- (b) *50 year members shall not have to pay any annual subscription.*
- (c) *50 year members are entitled to:*

- (c) **inserting** into Rules 32(a), 51, 53(c), 108 after the words "*Life members*" the words "*50 year members,*".

- (d) **deleting** Rule 30(a) and renumbering Rule 30 accordingly.

- (e) **inserting** the following new Rule 30(d):

"Any other person or classes of persons that the Board resolves may be admitted to Temporary membership."

- (f) **deleting** Rules 103 to 104B and in its place **inserting** the following new Rules:

"103. A notice may be given by the Club

to any member either:

- (a) *personally; or*
- (b) *by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*

- (c) *by sending it by any electronic means;*
 - (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or*
 - (e) *by any other method permitted by the Corporations Act.*
104. *Where a notice is given personally, it is taken to have been received on the date of service.*
- 104A *Where a notice is sent by post or electronic means to a member in accordance with Rule 103 the notice shall be deemed to have been received by the member on the day following that on which the notice was posted or sent.*
- 104B. *Where a member is notified of a notice in accordance with Rule 103(d) the notice is taken to have been received on the day following that on which the notification was sent.*
- 104C *A member who does not provide an email address or mobile phone number to allow for notices to be sent electronically is deemed to have consented to receiving notices of general meetings by the Club publishing a copy of the notice on the website.”*

Notes to Members on Special Resolution

1. The Special Resolution proposes three amendments to the Club’s Constitution to reflect recent legislative changes.
2. First, the Special Resolution proposes to introduce a new category of membership, being 50 year members. This new category will be for any person who has been a member for 50 years. Members in this category will not have to pay an annual subscription.
3. Second, the Special Resolution will amend the Rules in relation to Temporary membership. In 2024, the Registered Clubs Act was amended to remove reference to what was called the “5 kilometre rule”, which provided that Temporary membership was only available to persons who lived outside of

a 5 kilometre radius from the Club’s premises.

4. The effect of that amendment is that persons who live within that radius can now be admitted to Temporary membership.
5. Lastly, the Special Resolution proposes to amend the Constitution to update the rules in relation to providing notices of annual general meetings and general meetings to ensure the Club can take advantage of the provisions of the Corporations Act to give notice of meetings electronically.
6. Members who still wish to receive hard copy notices can request to receive them in this fashion by contacting the Club. Notices will also be available on the Club’s website and from reception.

Notes to Members on Special Resolution

The Club’s current Constitution may be accessed at www.mosmanclub.com.au/aboutus/ or by requesting a copy in writing to gm@mosmanclub.com.au.

By Order of the Board



**Gerard Boyle
Chief Executive Officer**

ONLY 2025 FINANCIAL MEMBERS ARE ENTITLED TO VOTE AND ATTEND THE ANNUAL GENERAL MEETING.